

MINNEAPOLIS CITY COUNCIL OFFICIAL PROCEEDINGS

REGULAR MEETING OF OCTOBER 7, 2005

(Published October 15, 2005, in *Finance and Commerce*)

Council Chamber
350 South 5th Street
Minneapolis, Minnesota
October 7, 2005 - 9:30 a.m.

Council President Ostrow in the Chair.

Present - Council Members Zerby, Lilligren, Johnson Lee, Niziolek, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, President Ostrow.

Johnson Lee moved adoption of the agenda. Seconded.

Adopted upon a voice vote 10/7/05.

Lilligren absent.

Johnson Lee moved acceptance of the minutes of the regular meeting held September 23, 2005.

Seconded.

Adopted upon a voice vote 10/7/05.

Lilligren absent.

Johnson Lee moved referral of petitions and communications and reports of the City officers to the proper Council committees and departments. Seconded.

Adopted upon a voice vote 10/7/05.

Lilligren absent.

PETITIONS AND COMMUNICATIONS

COMMUNITY DEVELOPMENT (See Rep):

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (270695)

Land Sales: Sale of properties at 4550 Humboldt Av N, 2421 Taylor St NE as a divided lot, 3331 Girard Av N and 3501 Morgan Av N, and 2012 Willow Av N.

2100 Bloomington Av S: Preliminary and final approval of up to \$3,250,000 in tax-exempt multifamily housing development revenue bonds.

Minnesota Opera Company: Preliminary and final approval of up to \$1,300,000 in revenue bonds for acquisition of 749 Stinson Blvd NE.

Grain Belt Housing Project: Accept bid of Veit & Company for demolition of 1221 Marshall St NE and file title application for property at 132-134 13th Av NE.

Karamu on Plymouth: Direct staff to proceed with further project analysis.

Home Ownership and Renovation Program: Accept responsibility for remaining loans.

2006 Federal Low Income Housing Tax Credits: Reservation of credits for designated projects.

COMMUNITY DEVELOPMENT and WAYS & MEANS/BUDGET (See Rep):

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (270696)

Central Av Redevelopment Project: Approve Modification No. 5 to the Central Av Redevelopment Plan and Modification No. 106 to the Common Plan relative to property at 1401 Central Av NE.

1300 N 2nd St: Award pollution remediation contract to Glenn Rehbein Excavating, Inc.

Cedar Riverside Project: Approve appropriation increase for survey and site work at 1813 Riverside Av.

1101 W Broadway: Accept low bid of Vruno & Williams Contracting, Inc. for asbestos and hazardous materials removal.

Hennepin Theatre Trust: Preliminary and final approval to issue up to \$25 million in revenue bonds to finance the acquisition of the Pantages, Orpheum and State theatres, authorize termination of existing theatre management agreement with Historic Theatre Group and execution of lease, and cancel ticket surcharge.

NEIGHBORHOOD REVITALIZATION PROGRAM (NRP) (270697)

Prospect Park East River Road NRP Plan: Approve Phase II action plan.

HEALTH AND HUMAN SERVICES:

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (270698)

Employment & Training Adult and Youth Vendor Awards for 2004: Presentation of awards to Goodwill/Easter Seals as the "Adult Vendor of the Year" and American Indian OIC as the "Youth Vendor of the Year".

HEALTH AND HUMAN SERVICES (See Rep):

HEALTH AND FAMILY SUPPORT SERVICES (270699)

Laboratory Director and Clinical Consulting Services: Execute contract with State of Minnesota to provide services to City as required under CLIA certification policies.

HEALTH AND HUMAN SERVICES and WAYS & MEANS/BUDGET (See Rep):

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (270700)

Family Support Specialist III - Employment & Training: Authorize hire Linda Dehaven at Step 6.5 of salary schedule.

HEALTH AND FAMILY SUPPORT SERVICES (270701)

Public Health Emergency Preparedness: Accept \$462,238 from Minnesota Department of Public Health to implement and test City, County and regional Public Health Emergency Preparedness Plan and systems to respond to a terrorist attack or other public health emergency; and Approve appropriation.

Cities Readiness Initiative: Execute contract with Minnesota Department of Health to receive \$113,831 for participating in Initiative to improve mass dispensing capacity in the region; and Approve appropriation.

Health Education Services: Issue Request for Proposals to establish an eligible providers list.

Health Education Services: Amend contract with Cindy Kallstrom to increase amount by \$20,000 to maintain services for 2005.

Lead Education and Outreach Activities: Accept \$499,797 from United States Department of Housing and Urban Development for activities to further the City's efforts toward the goal of a lead-safe city by 2010; and Approve appropriation.

INTERGOVERNMENTAL RELATIONS and WAYS & MEANS/BUDGET (See Rep):

YOUTH COORDINATING BOARD (270702)

YCB Joint Powers Agreement Renewal.

PUBLIC SAFETY AND REGULATORY SERVICES:

INSPECTIONS DEPARTMENT (270703)

Chapter 249 Property at 2416 22nd Av NE: Request to demolish property.

POLICE DEPARTMENT (270704)

Crime Lab: Report.

PUBLIC SAFETY AND REGULATORY SERVICES (See Rep):

INSPECTIONS DEPARTMENT (270705)

Chapter 249 Property at 3206 2nd St N: Authorize demolition.

INSPECTIONS DEPARTMENT (270706)

Chapter 249 Property at 3212 2nd St N: Authorize demolition.

INSPECTIONS DEPARTMENT (270707)

Chapter 249 Property at 1626 E Lake St: Authorize demolition, to be stayed for 30 days during which time the property owner shall submit an acceptable plan for rehabilitation and post a performance bond.

LICENSES AND CONSUMER SERVICES (270708)

Licenses: Applications.

LICENSES AND CONSUMER SERVICES (270709)

Tum Rup Thai (1221 W Lake St): Deny request to modify operating conditions to change indoor and outdoor operating hours to be 11:00 a.m. to 1:00 a.m. daily; and Grant expansion of licensed premises to include seating on private property in rear of business, with restricted hours; with comments.

Off-Sale Liquor: Return to Author Ordinance conforming to Minnesota Statutes that change the time that off-sale liquor stores must close from 8:00 p.m. to 10:00 p.m. Monday through Thursday; with comments.

Off-Sale Beer: Ordinance restricting the hours that businesses can sell 3.2% beer "off-sale" Monday through Thursday so that sales are discontinued at 8:00 p.m. instead of 2:00 a.m.

Taxicab License Fees: Ordinance moving license fees for taxicabs to Appendix J of Code.

PUBLIC SAFETY AND REGULATORY SERVICES and WAYS & MEANS/BUDGET (See Rep):

INSPECTIONS DEPARTMENT (270710)

Homeland Security Grant: Accept grant award of \$100,000 from Minnesota Department of Public Safety to reimburse Police Department costs incurred for homeland security overtime during the period of heightened security in 2005; and Approve appropriation.

INSPECTIONS DEPARTMENT (270711)

OP #6459 - boarding of vacant buildings: Amend contract with CastreJon to increase services by \$60,000.

OP #6375 - securing open and vacant buildings: Amend contract with CastreJon to increase services by \$45,000.

TRANSPORTATION AND PUBLIC WORKS:

PUBLIC WORKS AND ENGINEERING (270712)

Special Service Districts Proposed Services and Service Charges for 2006: Set public hearing for November 17, 2005.

Nicollet Mall Improvement, Maintenance and Operation Assessments Payable in 2006: Set public hearing for October 25, 2005.

Block Event Ordinance Amendments: Set public hearing for October 25, 2005.

Stormwater Utility Charges for Multi-Family Residential Accounts: Set public hearing for October 25, 2005.

Courtesy Bench Program: Receive and file update on progress of proposed changes.

Recovery of City Paving Bricks/Blocks: Receive and file report.

Supervisory Control and Data Acquisition (SCADA) System: Receive and file report.

TRANSPORTATION AND PUBLIC WORKS (See Rep):

LICENSES AND CONSUMER SERVICES (270713)

Block Event Appeal: Grant appeal of The Bridge for Runaway Youth, Inc. for a block event to be held on 10/20/05; with comments.

Block Event Appeal: Grant appeal of the Children's Theater Company for a block event to be held on 10/8/05; with comments.

Block Event Appeal: Grant appeal of the Warehouse District Business Association for a block event to be held on 10/15/05; with comments.

PUBLIC WORKS AND ENGINEERING (270714)

Assessments for Snow and Ice Removal from Public Sidewalks: Resolution adopting and levying assessments; with comments.

Monitoring Wells: Amendment to Monitoring Well Access/Use Permit Agreement with BAE Systems Land & Armaments L.P. allowing installation of additional monitoring well.

Easement Agreement: Agreement between City and U.S. Air Force for City-owned water mains east of 46th Av S and E 59th St.

Disposal Services: Negotiate and renew contract with Hennepin County.

Ritz Theater/Sheridan School Playground Off-Street Parking Lot: Execute sublease agreement.

TRANSPORTATION AND PUBLIC WORKS and WAYS & MEANS/BUDGET (See Rep):

PUBLIC WORKS AND ENGINEERING (270715)

Sidewalk Construction & Repair: Increase contracts with Ti-Zack Concrete, Inc. and Standard Sidewalk, Inc; Approve appropriation.

Lake Street Streetscape: Accept Petitions from property owners for enhanced level streetscape; direct City Engineer to proceed with design of project; and approve establishment of a Special Service District.

LynLake Municipal Parking Lot: Establish 2006 special assessments and impact fees; Set public hearing for October 25, 2005.

Bids: Accept a) OP #6457, low bid meeting specifications of CDS Technologies, Inc. for stormwater treatment chambers; b) OP #6496, low responsive bid of Fischer Sand and Aggregate, Inc. for recycled concrete base aggregate; c) OP #6507, low bid of Egan Companies, Inc. for light fixture replacement at State Garage; and d) OP #6508, low bid of Topline Advertising, Inc. for backlit signs for parking ramps.

WAYS AND MEANS BUDGET:

ESTIMATE AND TAXATION (270716)

Tax Levy: Notification of board actions, fixing the maximum amounts that may be levied for property taxes, to be collected in 2006 for various funds. Receive and File.

WAYS AND MEANS BUDGET (See Rep):

ATTORNEY (270717)

Legal Settlement: Thomas Oscar Stimack.

Stanley Capistrant: Adopt Findings of Fact, Conclusions of Law and Recommended Decision of Administrative Law Judge Steve M. Milalchick affirming the decision not to defend or indemnify Stanley Capistrant in connection with lawsuit.

BUSINESS INFORMATION SERVICES (270718)

System & Software, Inc.: Amendment of Contract C98-12701 by \$53,000 for custom programming of water and stormwater billing software and related consulting services.

Unisys Contract - 311 Computer Equipment and Network Infrastructure: Amendment of Contract C-18881 in the amount of \$147,772 for furnishing and installing workstations and networking devices and managing the network devices.

Property Systems, System Integrator V: Authorize offer of Step 6 starting salary salary to Mohammad Khan for the System Integrator V position.

ZONING AND PLANNING:

PLANNING COMMISSION/DEPARTMENT (270719)
Mpls Zoning Code Text & Map Amendment Work Plan.

ZONING AND PLANNING (See Rep):

PLANNING COMMISSION/DEPARTMENT (270720)

Appeal:

Ann Ouellette, for WCCO-TV (90 S 11th St): Re Zoning Administrator decision on jumbotron/monitor and advertising thereon.

Lake Street/Midtown Transit Station Area Zoning Study: Ordinance rezoning properties relating to changes within the station area consistent with City-adopted plans.

PLANNING COMMISSION:

COMMUNITY PLANNING & ECONOMIC DEVELOPMENT (270721)

Vacate the Tunnel Easement under the construction of their new homeownership project at 2824 Aldrich Ave S for 54 2-story townhouse units.

OLSEN, COLLEEN (270722)

Vacate north alley entrance at Lowry Ave NE between Central Ave and Polk St; Lowry and 24th Ave NE to accommodate parking and limit thru traffic.

FILED:

MINNESOTA STATE OFFICES-State Auditor (270723)

Minneapolis Youth Coordinating Board, Management & Compliance Report, yr ended December 31, 2004.

YOUTH COODINATING BOARD (270724)

Youth Coordinating Board, Mpls, Annual Financial Report, yr ended December 31, 2004.

The following reports were signed by Mayor Rybak on October 13, 2005, unless noted otherwise. Minnesota Statutes, Section 331A.01, Subd 10, allows for summary publication of ordinances and resolutions in the official newspaper of the city.

REPORTS OF STANDING COMMITTEES

The **COMMUNITY DEVELOPMENT** Committee submitted the following reports:

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing the sale of the property at 4550 Humboldt Av N to CommonBond Communities or its development entity as an LLC or limited partnership for \$167,121.

Adopted 10/7/05.

Resolution 2005R-540, authorizing the sale of 4550 Humboldt Av N to CommonBond Communities, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-540

By Goodman

Authorizing sale of land Kingsley Commons Disposition Parcel No HG-1B.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase and develop Disposition Parcel HG-1B, in the Lind-Bohanon neighborhood, from CommonBond Communities or its development entity as an LLC or limited partnership, hereinafter known as the Redeveloper, the Parcel HG-1B, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

Lot 1, Block 1, Kingsley Commons.

Whereas, the Redeveloper has offered to pay the sum of \$167,121, for Parcel HG-1B to the City for the land, and the Redeveloper's proposal is in accordance with the applicable Redevelopment Plan and/or Program; and

Whereas, the Redeveloper has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the accepted methods in aiding the City in determining a re-use value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on the proposed sale was duly held on September 27, 2005, at the regularly scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for uses in accordance with the Kingsley Commons plan, as amended, is hereby estimated to be the sum of \$167,121 for Parcel HG-1B.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the parcel in accordance with the Redevelopment Plan and/or Program.

Be It Further Resolved that the proposal be and the same is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City be and the same is hereby authorized to execute and deliver the contract to the Redeveloper; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Redeveloper in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate City official of the City.

Adopted 10/7/05.

Comm Dev - Your Committee, having under consideration the property at 2421 Taylor St NE, now recommends passage of the accompanying resolutions:

- 1) approving a lot division for said property and waiving the requirement for a subdivision plat;
 - 2) approving the sale of the north 17.50 feet of said property to Nathan Albert and Noura Seabrook for \$1,610; and
 - 3) approving the sale of the south 17.50 feet of said property to Melina Linn and Erik Miller for \$1,610.
- Sale of the property is subject to the following conditions:
- a) Land sale closing must occur on or before 30 days from date of City Council approval; and

b) Payment of holding costs of \$150.00 per month from the date of City Council approval to the date of closing if land sale closing does not occur on or before 30 days from date of approval.

The sale conditions may be waived or amended with the approval of the CPED Director.

Adopted 10/7/05. Yeas, 12; Nays, 1 as follows:

Yeas – Zerby, Lilligren, Johnson Lee, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays – Niziolek.

Resolution 2005R-541, authorizing lot division and waiver of subdivision plat for the property at 2421 Taylor St NE, was passed 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-541

By Goodman

Approving the subdivision of a lot at 2421 Taylor Street NE

Whereas, the City of Minneapolis' Department of Community Planning and Economic Development (CPED) has requested that a parcel of land located at 2421 Taylor Street NE and legally described as:

The South 35 feet of the West 115 feet of Lot 13, Block 1, East Side Addition to Minneapolis.

be subdivided as follows:

VH-3A; 2421 Taylor Street NE (North ½)

The North 17.50 feet of the South 35 feet of the West 115 feet of Lot 13, Block 1, East Side Addition to Minneapolis.

VH-3B; 2421 Taylor Street NE (South ½)

The South 35 feet of the West 115 feet, except the North 17.50 feet thereof, of Lot 13, Block 1, East Side Addition to Minneapolis.

Whereas, CPED intends to convey the subdivided parcels listed above to the owners of the adjacent properties with the following parcels:

VH-3A; 2425 Taylor Street NE

The North 8 feet of the West 115 of Lot 13, and the West 115 Feet of Lot 14, Block 1, East Side Addition to Minneapolis.

VH-3B; 2419 Taylor Street NE

The West 115 of Lot 12, Block 1, East Side Addition to Minneapolis.

Whereas, the proposed subdivision conforms with Minnesota Statutes Section 462.358 and Land Subdivision Regulations adopted by the Minneapolis City Council on July 14, 1995; and

Whereas, pursuant to due notice thereof published in Finance and Commerce on September 16, 2005 a public hearing on said subdivision and proposed sale was duly held in a meeting of the Community Development Committee of the City Council at 1:30 p.m. on September 27, 2005, in Room 319, Minneapolis City Hall, 350 South 5th Street, in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the division of the above described property be approved and the requirement of a subdivision plat be waived.

Be It Further Resolved that a certified copy of this resolution shall be attached to the deeds conveying the subdivided parcels.

Adopted 10/7/05. Yeas, 12; Nays, 1 as follows:

Yeas – Zerby, Lilligren, Johnson Lee, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays – Niziolek.

Resolution 2005R-542, authorizing sale of a subdivided portion of the property at 2421 Taylor St NE to Nathan Albert and Noura Seabrook, was passed 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-542
By Goodman

Authorizing sale of land Disposition Parcel No VH-3A.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase the Disposition Parcel VH-3A, in the Windom Park neighborhood, from Nathan Albert & Noura G. Seabrook, hereinafter known as the Purchaser, the Parcel VH-3A, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

The North 17.50 feet of the South 35 feet of the West 115 feet of Lot 13, Block 1, East Side Addition to Minneapolis.

Whereas, the Purchaser has offered to pay the sum of One Thousand Six Hundred Ten & No/100 Dollars (\$1,160.00), for Parcel VH-3A, to the City for the land; and

Whereas, the Purchaser has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, on March 11, 2005, City Council approved the waiving of the Planning Commission's review of certain real estate transactions (including sideyard dispositions) that have no relationship to Comprehensive Plan; and

Whereas, the City has determined the offer of One Thousand Six Hundred Ten & No/100 Dollars (\$1,160.00) to purchase the Parcel to be reasonable; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the City's accepted methods in determining a re-use value for the Parcel; and

Whereas, the City's Real Estate Disposition Policy provided in Section 2.2.13 for the sale of land for sideyard; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on said proposal and proposed sale and the provisions thereof, was duly held on September 27, 2005, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota; and

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for the VH-3A is hereby estimated to be the sum of One Thousand Six Hundred Ten & No/100 Dollars (\$1,160.00).

Be It Further Resolved that the acceptance of the offer and Purchaser's proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Purchaser possesses the qualifications and financial resources necessary to acquire and maintain the Parcel in accordance with the contract for the sale of land.

Be It Further Resolved that the offer is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver the contract to the Purchaser; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Purchaser in accordance with the provisions of the executed contract and upon payment to the City of the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 10/7/05. Yeas, 12; Nays, 1 as follows:

Yeas – Zerby, Lilligren, Johnson Lee, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays – Niziolek.

Resolution 2005R-543, authorizing sale of a subdivided portion of the property at 2421 Taylor St NE to Melina Linn and Erik Miller, was passed 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-543
By Goodman

Authorizing sale of land Disposition Parcel No VH-3B.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase the Disposition Parcel VH-3B, in the Windom Park neighborhood, from Melina Linn and Erik Miller, hereinafter known as the Purchaser, the Parcel VH-3B, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

The South 35 feet of the West 115 feet, except the North 17.50 feet thereof, of Lot 13, Block 1, East Side Addition to Minneapolis.

Whereas, the Purchaser has offered to pay the sum of One Thousand Six Hundred Ten & N0/100 Dollars (\$1,160.00), for Parcel VH-3B, to the City for the land; and

Whereas, the Purchaser has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, on March 11, 2005, City Council approved the waiving of the Planning Commission's review of certain real estate transactions (including sideyard dispositions) that have no relationship to Comprehensive Plan; and

Whereas, the City has determined the offer of One Thousand Six Hundred Ten & N0/100 Dollars (\$1,160.00) to purchase the Parcel to be reasonable; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the City's accepted methods in determining a re-use value for the Parcel; and

Whereas, the City's Real Estate Disposition Policy provided in Section 2.2.13 for the sale of land for sideyard; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on said proposal and proposed sale and the provisions thereof, was duly held on September 27, 2005, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota; and

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for the VH-3B is hereby estimated to be the sum of One Thousand Six Hundred Ten & N0/100 Dollars (\$1,160.00).

Be It Further Resolved that the acceptance of the offer and Purchaser's proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Purchaser possesses the qualifications and financial resources necessary to acquire and maintain the Parcel in accordance with the contract for the sale of land.

Be It Further Resolved that the offer is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver the contract to the Purchaser; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Purchaser in accordance with the provisions of the executed contract and upon payment to the City of the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 10/7/05. Yeas, 12; Nays, 1 as follows:

Yeas – Zerby, Lilligren, Johnson Lee, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays – Niziolek.

Comm Dev - Your Committee recommends passage of the accompanying resolutions authorizing the sale of properties to The Greater Metropolitan Housing Corporation of the Twin Cities:

- a) 3331 Girard Av N for \$31,000; and
- b) 3501 Morgan Av N for \$30,000.

Sale of the property is subject to the following conditions:

- 1) Land sale closing must occur on or before 30 days from date of City Council approval; and
- 2) Payment of holding costs of \$150 per month from the date of City Council approval to the date of closing if land sale closing does not occur on or before 30 days from date of approval.

The sale conditions may be waived or amended with the approval of the CPED Director.

Adopted 10/7/05.

Resolution 2005R-544, authorizing the sale of 3331 Girard Av N to The Greater Metropolitan Housing Corporation of the Twin Cities, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-544
By Goodman

Authorizing sale of land GMHC Century Homes Program Disposition Parcel No GC-276.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase and develop Disposition Parcel GC-276, in the Folwell neighborhood, from The Greater Metropolitan Housing Corporation of the Twin Cities, hereinafter known as the Redeveloper, the Parcel GC-276, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

Lot 6, Block 4, Silver Lake Addition to Minneapolis

Whereas, the Redeveloper has offered to pay the sum of \$31,000, for Parcel GC-276 to the City for the land, and the Redeveloper's proposal is in accordance with the applicable Redevelopment Plan and/or Program; and

Whereas, the Redeveloper has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the accepted methods in aiding the City in determining a re-use value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on the proposed sale was duly held on September 27, 2005, at the regularly scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for uses in accordance with the GMHC Century Homes Program plan, as amended, is hereby estimated to be the sum of \$31,000 for Parcel GC-276.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the parcel in accordance with the Redevelopment Plan and/or Program.

Be It Further Resolved that the proposal be and the same is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City be and the same is hereby authorized to execute and deliver the contract to the Redeveloper; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Redeveloper in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate City official of the City.

Adopted 10/7/05.

Resolution 2005R-545, authorizing the sale of 3501 Morgan Av N to The Greater Metropolitan Housing Corporation of the Twin Cities, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-545
By Goodman

Authorizing sale of land GMHC Century Homes Program Disposition Parcel No GC-277.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase and develop Disposition Parcel GC-277, in the Folwell neighborhood, from The Greater Metropolitan Housing Corporation of the Twin Cities, hereinafter known as the Redeveloper, the Parcel GC-277, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

Lot 15, Block 2, Egbert's 2nd Addition to Minneapolis.

Whereas, the Redeveloper has offered to pay the sum of \$30,000, for Parcel GC-277 to the City for the land, and the Redeveloper's proposal is in accordance with the applicable Redevelopment Plan and/or Program; and

Whereas, the Redeveloper has submitted to the City a statement of financial responsibility and qualifications; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with the accepted methods in aiding the City in determining a re-use value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on the proposed sale was duly held on September 27, 2005, at the regularly scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for uses in accordance with the GMHC Century Homes Program plan, as amended, is hereby estimated to be the sum of \$30,000 for Parcel GC-277.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved disposition policy and it is further determined that the Redeveloper possesses the qualifications and financial resources necessary to acquire and develop the parcel in accordance with the Redevelopment Plan and/or Program.

Be It Further Resolved that the proposal be and the same is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City be and the same is hereby authorized to execute and deliver the contract to the Redeveloper; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Redeveloper in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate City official of the City.

Adopted 10/7/05.

Comm Dev - Your Committee recommends passage of the accompanying resolution authorizing the sale of the property at 2012 Willow Av N to Johanna J. Dixon and Michael A. Dixon II for \$190,000, subject to the following conditions:

- 1) Land sale closing must occur on or before 30 days from date of City Council approval; and
- 2) Payment of holding costs of \$150 per month from the date of City Council approval to the date of closing if land sale closing does not occur on or before 30 days from date of approval.

The sale conditions may be waived or amended with the approval of the CPED Director.

Adopted 10/7/05.

Resolution 2005R-546, authorizing the sale of 2012 Willow Av N to Johanna J. Dixon and Michael A. Dixon, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-546

By Goodman

Authorizing sale of land Homeownership Works Program Disposition Parcel No HOME 47.

Whereas, the City of Minneapolis, hereinafter known as the City, has received an offer to purchase Disposition Parcel HOME 47, in the Home Ownership Works Program, from Johanna J. Dixon and Michael A. Dixon II, hereinafter known as the Purchaser, the Parcel HOME 47, being the following described land situated in the City of Minneapolis, County of Hennepin, State of Minnesota to wit:

Legal Description

Lot 30, Block 6, Forest Heights, according to the recorded plat thereof, and situate in Hennepin County, Minnesota.

Whereas, the Purchaser has offered to pay the sum of \$190,000, for Parcel HOME 47 to the City for land and improvements. This offer is in accordance with the City's Homeownership Works Program; and

Whereas, the City has had the re-use value reviewed by an appraisal expert, stating that the re-use value opinion is consistent with accepted methods in aiding the City in determining market value for the Parcel; and

Whereas, pursuant to due notice thereof published in *Finance and Commerce* on September 16, 2005, a public hearing on the proposed sale was duly held on September 27, 2005 at the regularly

scheduled Community Development Committee meeting of the City Council, at the Minneapolis City Hall, 350 South 5th Street, Room 317, at 1:30 p.m., in the City of Minneapolis, County of Hennepin, State of Minnesota;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the re-use value for uses in accordance with the City's Homeownership Works Program, as amended, is hereby estimated to be the sum of \$190,000 for Parcel(s) HOME 47.

Be It Further Resolved that the acceptance of the offer and proposal is hereby determined to be in accordance with the City's approved CPED disposition policy and it is further determined that the Purchaser possesses the qualifications and financial resources necessary to acquire and develop the parcel in accordance with the Homeownership Works Program.

Be It Further Resolved that the proposal is hereby accepted, subject to the execution of a contract for the sale of land. Furthermore, that the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver the contract to the Purchaser; provided, however, that this Resolution does not constitute such a contract and no such contract shall be created until executed by the Finance Officer or other appropriate official of the City.

Be It Further Resolved that upon publication of this Resolution, the Finance Officer or other appropriate official of the City is hereby authorized to execute and deliver a conveyance of the land to the Purchaser in accordance with the provisions of the executed contract and upon payment to the City for the purchase price thereof; provided, however, that this Resolution does not constitute such a conveyance and no such conveyance shall be created until executed by the Finance Officer or other appropriate official of the City.

Adopted 10/7/05.

Comm Dev – Your Committee, having under consideration passage of the accompanying resolution granting preliminary and final approval of up to \$3,250,000 in tax-exempt Multifamily Housing Development Revenue Bonds for a project at 2100 Bloomington Av S, now recommends that said resolution be **sent forward without recommendation**.

Goodman moved that the report be postponed for one cycle. Seconded.

Adopted upon a voice vote 10/7/05.

Comm Dev – Your Committee, having under consideration a proposal of The Minnesota Opera Company to purchase and rehabilitate a former warehouse located at 749 Stinson Blvd NE and a request for revenue bond financing, now recommends passage of the accompanying resolution giving preliminary and final approval to the issuance of up to \$1.3 million in Bank Qualified Bank Direct 501(c)(3) Revenue Bonds for The Minnesota Opera Company.

Your Committee further recommends that the subject matter be forwarded to the Minneapolis Community Development Agency (MCDA) Board of Commissioners.

Goodman moved that the report be postponed for one cycle. Seconded.

Adopted upon a voice vote 10/7/05.

Comm Dev – Your Committee recommends acceptance of the low bid received on O.P. 6500 from Veit & Company, Inc. in the amount of \$176,110 for the demolition of 1221 Marshall St NE in the Grain Belt Housing Project area.

Your Committee further recommends that the proper City officers be authorized to execute a contract for said services in accordance with City specifications.

Adopted 10/7/05.

Comm Dev – Your Committee recommends passage of the accompanying resolution directing the proper City officers to file an application on behalf of the City for the registration of title of the real property at 132-134 13th Av NE with the Hennepin County Registrar of Titles, in order to clear the title and allow for future conveyance of the property.

Adopted 10/7/05.

Resolution 2005R-547, authorizing an application for the registration of title of the real property at 132-134 13th Av NE with Hennepin County, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-547
By Goodman

Approving an application to register the real property generally described as 134 13th Av NE.

Resolved by The City Council of The City of Minneapolis:

That the City Council desires to register title to and subdivide certain real property owned by the City by adopting this resolution in accordance with Minnesota Statutes, Chapter 508.

Be It Further Resolved that the Department of Community Planning and Economic Development, the City Attorney's Office, and outside legal counsel Marinus Van Putten are directed to file an application with the Hennepin County Registrar of Titles to register title to the real property generally described as 134 13th Av NE and legally described as Lot 11 and the northeasterly one half (½) of Lot 10, Block 11, Orth and Hechtmans Addition to the City of St. Anthony, according to the recorded plat thereof, and situate in Hennepin County (the "Property").

Be It Further Resolved that the Mayor and the City Clerk are hereby directed to sign the application to register title to the Property as provided in Minnesota Statutes, Section 508.03, subdivision 6.

Adopted 10/7/05.

Comm Dev – Your Committee, having been informed that an application has been submitted for public financial assistance and creation of a redevelopment project and tax increment financing district for Phase I of the Karamu on Plymouth Project, now recommends that the proper City officers be authorized to proceed with further analysis of said proposal.

Adopted 10/7/05.

Comm Dev – Your Committee recommends approval for the City to accept the responsibilities of trustee for the three loans remaining in Stage 1 of the Home Ownership and Renovation Program and that the Finance Officer be authorized to sign any necessary documents to accomplish said transfer of trustee duties.

Adopted 10/7/05.

Comm Dev – Your Committee recommends that the City preliminarily reserve 2006 Federal Low Income Housing Tax Credits totaling \$1,073,153 for the following projects:

- a) Homewood Apartments – 1239 Sheridan Av N and 1240 Thomas Av N, in the amount of \$27,425;
- b) Ripley Gardens – 300 Queen Av N, in the amount of \$48,043;
- c) Van Cleve Court Apartments Phase I – 917 13th Av S, in the amount of \$488,828;
- d) Central Av Lofts – 2338 Central Av NE, in the amount of \$352,217;
- e) PPL Southside Recapitalization – 2835 Park Av S, in the amount of \$156,640.

Adopted 10/7/05.

The **COMMUNITY DEVELOPMENT** and **WAYS & MEANS/BUDGET** Committee submitted the following reports:

Comm Dev & W&M/Budget – Your Committee, having under consideration passage of the accompanying resolution approving Modification No. 5 to the Central Avenue Redevelopment Project and Modification No. 106 to the Common Plan that identify the property at 1401 Central Av NE as property that may be acquired and change the proposed reuse of said property from industrial to commercial, now recommends that said resolution **be sent forward without recommendation**.

Goodman moved that the report be amended to delete the language "sent forward without recommendation" and to insert in lieu thereof "approved." Seconded.

Adopted by unanimous consent.

The report, as amended, was adopted 10/7/05.

Resolution 2005R-548, approving Modification No. 5 to the Central Avenue Redevelopment Plan and Modification No. 106 to the Common Plans, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-548
By Goodman & Johnson

Adopting Modification No 5 to the Central Avenue Redevelopment Plan and Modification No 106 to the Common Development and Redevelopment Plan and Common Tax Increment Financing Plan.

Resolved by The City Council of The City of Minneapolis:

Section 1. Recitals

1.1 Pursuant to Laws of Minnesota 2003, Chapter 127, Article 12, Sections 31-34, and Minneapolis Code of Ordinances, Chapter 415, the City of Minneapolis (the "City"), acting by and through its department of Community Planning and Economic Development, has been granted the authority to propose and implement city development districts, housing and redevelopment projects and tax increment financing districts, all pursuant to Minnesota Statutes, Sections 469.001 through 469.134, and 469.174 through 469.179, as amended, and other laws enumerated therein (collectively, the "Project Laws").

1.2 By Resolution No 83R-356 duly adopted on August 26, 1983 the City approved the creation of the Central Avenue Redevelopment Project, dated May 10, 1983, which was further modified on August 28, 1987 by Resolution 87R-377, on January 13, 1989 by Resolution 89R-007, on January 24, 1992 by Resolution 92R-030, and on December 13, 2002 by Resolution 2002R-461.

1.3 By Resolution No 89R-530 duly adopted December 15, 1989 and approved December 21, 1989, the City approved the creation of the Common Development and Redevelopment Project (the "Common Project Area") and the Common Development and Redevelopment and Common Tax Increment Financing Plans (the "Common Plans") relating thereto, all pursuant to Minnesota Laws. The Central Avenue Redevelopment Project Area is within the Common Project Area.

1.4 It has been proposed and prepared, and this Council has investigated the facts with respect to a proposed Modification No 5 to the Central Avenue Redevelopment Plan and a proposed Modification No 106 to the Common Plans (collectively, the "Modifications"). The Modifications identify property located at 1401 Central Avenue Northeast as property that may be acquired and change the proposed reuse of the property from industrial to commercial, all pursuant to and in accordance with the Project Laws.

1.5 The City has performed all actions required by law to be performed prior to the adoption of the Modifications, including, but not limited to, a review of the proposed Modifications by the affected neighborhood group and the City Planning Commission, transmittal of the proposed Modifications to the Hennepin County Board of Commissioners and the School Board of Special School District No 1 for review and comment, and the holding of a public hearing after published and mailed notice as required by law.

1.6 The Council hereby determines that it is necessary and in the best interests of the City at this time to approve the Modifications.

Section 2. Findings for the Adoption of the Modifications

2.1 The Council hereby finds, determines and reaffirms all previous findings related to the Central Avenue Redevelopment Project and the Common Development and Redevelopment Project and Common Tax Increment Financing District.

2.2 The Council further finds, determines and declares that the objectives and actions authorized by the Modifications are all pursuant to and in accordance with the Project Laws.

2.3 The Council further finds, determines and declares that the Modifications will afford maximum opportunity, consistent with the sound needs of the City as a whole, for the redevelopment of the project by private enterprise.

2.4 The Council further finds, determines and declares that the Modifications conform to the general plan for the development or redevelopment of the city as a whole. Written comments of the City Planning Commission with respect to the Modifications were issued, are incorporated herein by reference, and are on file in the office of the City Clerk.

2.5 The Council further finds, determines and declares that it is necessary and in the best interests of the City at this time to approve the Modifications.

2.6 The Council further finds, determines and declares that the actions authorized by the Modifications is consistent with the undertaking of a redevelopment project, pursuant to and in accordance with the Project Laws.

Section 3. Approval of the Modifications

3.1 Based upon the findings set forth in Section 2, Modification No 5 to the Central Avenue Redevelopment Plan and Modification No 106 to the Common Development and Redevelopment Plan and Common Tax Increment Financing Plan presented to the Council on this date are hereby approved and shall be placed on file in the office of the City Clerk.

Section 4. Implementation of the Modifications

4.1 After passage and publication of this Resolution, the officers and staff of the City, and the City's consultants and counsel, are authorized and directed to proceed with the implementation of the Modifications, and to negotiate, draft, prepare and present to this Council for its consideration, as appropriate, all further modifications, resolutions, documents and contracts necessary for this purpose.

Adopted 10/7/05.

Comm Dev & W&M/Budget – Your Committee recommends acceptance of the low bid received on O.P. 6490 from Glenn Rehbein Excavating, Inc. for pollution remediation at the Response Action work site at 1300 N 2nd St in an amount not to exceed \$322,788; and that the proper City officers be authorized to execute a contract for said services.

Adopted 10/7/05.

Comm Dev & W&M/Budget – Your Committee recommends passage of the accompanying resolution increasing the appropriation for the Community Planning & Economic Development Department by \$30,000 for survey and sitework at 1813 Riverside Av, to be reimbursed by a future sale of the property.

Adopted 10/7/05.

**RESOLUTION 2005R-549
By Goodman & Johnson**

Amending the 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled resolution, as amended, be further amended by increasing the appropriation for the Community Planning and Economic Development Agency in the Common Project Uncertified Fund (CAZ0-890-8933) by \$30,000.

Adopted 10/7/05.

Comm Dev & W&M/Budget – Your Committee recommends acceptance of the low bid received on O.P. 6502 of Vruno and Williams Contracting, Inc. in the amount of \$85,504 for asbestos and hazardous materials removal at 1101 West Broadway (Petn No 270696).

Your Committee further recommends that the proper City officers be authorized to execute a contract for said services in accordance with City specifications.

Adopted 10/7/05.

Comm Dev & W&M/Budget - Your Committee, having under consideration the Prospect Park East River Road Neighborhood Revitalization Program (NRP) Phase II Neighborhood Action Plan as approved by the NRP Policy Board, now recommends:

- 1) Approval of said action plan (as included in Petn No 270697) and specifically those parts of the Plan that fall under City jurisdiction, with the total cost of the Plan not to exceed \$347,866;
 - 2) Passage of the accompanying resolution increasing the Community Planning and Economic Development (CPED) Department appropriation by \$333,545, to the NRP fund for implementation of the Prospect Park East River Road Neighborhood Action Plan; and
 - 3) That the proper City officers be authorized to enter into any contracts or agreements needed to implement said Plan.
- Adopted 10/7/05.

RESOLUTION 2005R-550
By Goodman and Johnson

Amending the 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled resolution, as amended, be further amended by increasing the appropriation for the Community Planning and Economic Development Agency in the NRP Program Fund (CNR0-890-3550) by \$333,545.

Adopted 10/7/05.

Comm Dev & W&M/Budget—Your Committee, having under consideration a proposal for the lease and ultimate sale of the Pantages Theatre (710 Hennepin Av), the Orpheum Theatre (910 Hennepin Av) and the State Theatre (805 Hennepin Av), now recommends:

- 1) Passage of the accompanying resolution giving preliminary and final approval to the issuance of up to \$25,000,000 in Taxable Limited Tax Supported Development Revenue Bonds, Common Bond Fund, Series 2005, at an interest rate not to exceed 7.5% to be issued through the Common Bond Fund to Retire Outstanding Tax-exempt Common Bond Fund Revenue Bonds, Series 2001 G-3, and finance the lease and acquisition of the Pantages, Orpheum and State Theatres by Hennepin Theatre Trust, a Minnesota nonprofit corporation, subject to the fulfillment of the terms and conditions of the Lease and related documents, and designating the bonds as bonds entitled to the security provided by Ordinance No. 87-OR-084, Tax Reserve and Pledge Ordinance; and
- 2) Authorization to terminate the existing Theatre Management Agreement with Historic Theatre Group, Ltd. and the Master Use Agreement with Hennepin Theatre Trust upon execution of the Lease and sale of the Taxable bonds; and
- 3) Authorization to cancel the restoration surcharge on tickets and pledge that such a surcharge will not be imposed exclusively on the ticket sales of the Pantages Theatre, the Orpheum Theatre and the State Theatre in the future.

Adopted 10/7/05. Yeas, 11; Nays, 2 as follows:

Yeas – Lilligren, Johnson Lee, Niziolek, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Schiff, Ostrow.

Nays – Zerby, Zimmermann.

Approved by Mayor Rybak 10/7/05.

Published 10/12/05.

Resolution 2005R-551, giving preliminary and final approval to the issuance of up to \$25,000,000 in revenue bonds to retire outstanding bonds and finance the lease and acquisition of the Pantages, Orpheum and State Theatres, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-551
By Goodman & Johnson

Supplemental Bond Resolution and Indenture

Resolved By The City Council of The City of Minneapolis:
That the Basic Resolution is supplemented and amended as follows:

ARTICLE I

Definitions, Legal Authorization and Findings

Section 101. *Definitions.* The following terms, unless the context hereof shall require otherwise, shall have the meanings set forth below; provided, however, that any additional capitalized terms used herein and not defined herein (unless such capitalization is due solely to application of the rules of grammar) shall have the meanings assigned to such terms in the Basic Resolution or the Agreement, unless the context or use herein requires another or different meaning:

"Act of Bankruptcy" means the filing of a petition in bankruptcy with respect to a Person by or against such Person under the United States Bankruptcy Code.

"Additional Common Fund Bonds" means those Common Fund Bonds issued to pay the cost of improving one or more Facilities pursuant to Section 206 hereof and an Additional Supplemental Bond Resolution.

"Additional Supplemental Bond Resolution" means the Additional Supplemental Bond Resolution and Indenture authorizing the issuance of Additional Common Fund Bonds.

"Agreement" means the Lease Agreement relating to the Bonds, between the Tenant and the Issuer, as amended from time to time.

"Articles and Sections," mentioned by number only, means the respective Articles and Sections of this Supplemental Bond Resolution so numbered.

"Authorized Newspaper" means a newspaper furnishing financial news as part of its service, printed in the English language, published weekly or daily in Minneapolis, Minnesota, or its metropolitan area, and circulated throughout the State.

"Basic Resolution" means Resolution No. 2004R-257, entitled "Amending and restating the Basic Resolution of the City of Minneapolis (A)," adopted on June 18, 2004 by the Issuer, as amended to the date hereof, including any amendments made by this Supplemental Bond Resolution.

"Bond Closing" means the date on which there is delivery of and payment for the Bonds.

"Bond Register" means the register for the registration and transfer of the Bonds kept by the Trustee on behalf of the Issuer pursuant to Section 210 hereof.

"Bonds" means the Series 2005-1 Bonds, issued pursuant to the Basic Resolution and the Supplemental Bond Resolution in the aggregate principal amount specified in Section 203 hereof, as such principal amount may be adjusted by certification of the Finance Officer of the Issuer.

"Bond Year" means from the Bond Closing to December 31, 2005, inclusive, and thereafter the period commencing on the day after expiration of the preceding Bond Year and ending on the earlier of the day preceding the first anniversary of such commencement date or the date on which no Bonds are Outstanding.

"Chapter 424" means Code of Ordinances, Title 16, Chapter 424, as amended.

"Code" means the Internal Revenue Code of 1986, as amended as of the date hereof, and applicable Regulations promulgated thereunder.

"Code of Ordinances" means the Minneapolis Code of Ordinances, as amended.

"Computation Date" means any of the following dates: (i) the date on which the IDB Account is first fully depleted after the date hereof; and (ii) any date on which money has been drawn from the Tax Reserve Fund as a result of a certification by the Trustee pursuant to Section 415 hereof. The IDB Account shall be deemed to have been first fully depleted on the first date that no cash, investments, or letters of credit are credited to the IDB Account.

"Construction Fund" means the fund by that name created pursuant to Section 403 hereof.

"Designated Common Fund Bonds" means Common Fund Bonds designated by the Issuer under Chapter 424 as Bonds to which Chapter 424 applies.

"Expected Available Tax Revenue" means the product of the total tax capacity of all taxable property in the City of Minneapolis on the Computation Date and one-half percent.

"Financial Advisor" means Dougherty & Company LLC.

"Hereby," "herein," "hereof," "hereto," "hereunder" and any similar terms refer to this Supplemental Bond Resolution as a whole; the term *"heretofore"* means before the date of execution and delivery hereof, and the term *"hereafter"* means after the date of execution and delivery hereof.

"Interest Payment Date" means each June 1 and December 1 until all Bonds are paid, commencing June 1, 2006.

"Issuer" means the City of Minneapolis, Minnesota.

"Other Redemption Funds" means all funds or accounts not within the Common Bond Fund or IDB Account established by any resolution authorizing Common Fund Bonds (other than the Bonds) which are pledged to the payment of principal, premium and interest due on any such series of Common Fund Bonds on any date for which any redemption thereof was duly called.

"Outstanding" means when used with reference to all series of Common Fund Bonds, the same as that term is defined in the Basic Resolution and also means, when used with reference to the Bonds and as of any particular date, all Bonds theretofore and thereupon being authenticated and delivered except:

a) any Bond canceled by the Trustee or the Paying Agent or surrendered to the Trustee or the Paying Agent for cancellation at or before said date;

b) any Bond for payment or redemption of which money equal to the principal or Redemption Price thereof, as the case may be, with interest to the date of maturity or Redemption Date, shall have theretofore been deposited with the Trustee or any Paying Agent in trust (whether upon or prior to maturity or the Redemption Date of such Bond) and, except in the case of a Bond to be paid at maturity, of which notice of redemption shall have been duly given; and

c) any Bond for which in lieu thereof or in substitution therefor another Bond shall have been authenticated and delivered pursuant to Section 213 hereof; provided, however, that in determining whether the Holders of the requisite principal amount of Bonds Outstanding have given any request, demand, authorization, direction, notice, consent or waiver hereunder, Bonds owned by the Issuer or the Tenant or any affiliate of the Tenant shall be disregarded and deemed not to be Outstanding except that, in determining whether the Trustee shall be protected in relying upon any such request, demand, authorization, direction, notice, consent or waiver, only Bonds which the Trustee knows to be so owned shall be so disregarded (an *"affiliate"* of any specified Person means any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person; for the purposes of this definition, *"control,"* when used with respect to any specified Person, means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms *"controlling"* and *"controlled"* have meanings correlative to the foregoing); provided, further, that Bonds so owned which have been pledged in good faith may be regarded as *"Outstanding"* if the pledgee establishes to the satisfaction of the Trustee the pledgee's right so to act with respect to such Bonds and that the pledgee is not the Issuer or the Tenant or any affiliate of the Tenant. A Bond that would be considered *"Outstanding"* but for the fact that money sufficient for the payment or redemption thereof has theretofore been deposited in full with the Trustee or any Paying Agent in trust for the Holder thereof (or that the Basic Resolution has theretofore been discharged with respect to the series of which such particular Bond is a part pursuant to Article VI of the Basic Resolution) shall, for the purposes of Article III of the Basic Resolution and Article VII of the Basic Resolution, be deemed to be *"Outstanding"* unless such Bond shall be due and payable in accordance with its terms or through redemption proceedings or otherwise as provided in the Basic Resolution and herein.

"Paying Agent" means Wells Fargo Bank, National Association, in Minneapolis, Minnesota, and its successor or successors designated pursuant to the provisions of Article VII of the Basic Resolution and Section 204 hereof as the agent of the Issuer to receive and disburse the principal or Redemption Price of and interest on the Bonds.

"Payment Date" means the date on which any payment of principal of or interest on any Common Fund Bonds is due.

"Preference Funds" means any money credited to the Common Bond Fund or IDB Account, other than either money derived from a draw under the Letter of Credit or earnings received on amounts held by the Trustee, held by the Trustee for less than ninety-one (91) days or concerning which the depositor thereof was subject to an Act of Bankruptcy within ninety-one (91) days after deposit of such amounts with the Trustee.

"Prior Bonds" means the Issuer's Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2001G-3.

"Property Insurance and Award Fund" means the fund by that name created pursuant to Section 406 hereof.

"Redemption Date" means, when used with respect to any Bond to be redeemed, the date fixed for such redemption in accordance with the provisions hereof.

"Redemption Fund" means the fund by that name created pursuant to Section 411 hereof.

"Redemption Price" means, when used with respect to a Bond or portion thereof, the principal amount of such Bond or portion thereof plus the applicable premium, if any, payable upon redemption thereof in accordance with its terms and as provided herein.

"Supplemental Bond Resolution" means this Supplemental Bond Resolution and Indenture.

"Tax Reserve Fund" means the fund by that name created by Chapter 424, held by the Issuer separate and apart from the Common Bond Fund.

"Tax Reserve Requirement" means zero Dollars (\$0) prior to the first Computation Date and, thereafter, an amount equal to twice the Expected Available Tax Revenue, determined as of the most recent Computation Date.

"Tenant" means Hennepin Theatre Trust, a Minnesota nonprofit corporation, its successors and assigns.

"Trustee" means Wells Fargo Bank, National Association, in Minneapolis, Minnesota, its successors and co-trustees, as permitted under the Basic Resolution.

"Underwriter" or *"Underwriters"* means RBC Dain Rauscher, Inc. and Piper Jaffray & Co.

"Underwriting Agreement" means the Underwriting Agreement relating to the Bonds, among the Underwriters, the Issuer and the Tenant.

"United States Bankruptcy Code" means 11 U.S.C. Sections 101 *et seq.*, as amended.

Section 102. *Legal Authorization.* The Issuer is a municipal corporation under the laws of Minnesota and is authorized under the Act to finance the Facilities and to issue and sell the Bonds for that purpose in the manner and upon the terms and conditions set forth in the Basic Resolution and herein. The City Council of the Issuer has approved the issuance of bonds for an amount not less than the aggregate face amount of the Bonds for the purpose of financing the Facilities.

Section 103. *Findings.* The Issuer has heretofore determined and does hereby determine and find as follows:

a) The Issuer is authorized by the Act to adopt this Supplemental Bond Resolution and execute and deliver the Agreement.

b) The Issuer has made the necessary arrangements with the Tenant for the financing of the Facilities, which Facilities consist of certain property used in connection with the operation of a revenue producing enterprise contemplated by Minnesota Statutes, Section 469.153 Subdivision 2, which property is of the character and accomplishes the purposes provided by the Act, and the Issuer has by this Supplemental Bond Resolution authorized execution of the Agreement and all other documents in relation thereto and has specified the terms and conditions of the financing of the Facilities.

c) The amount estimated to be necessary to finance the Facilities shall require the Issuer to issue, sell and deliver the Bonds in the aggregate principal amount authorized herein.

d) The Bonds are Common Fund Bonds within the meaning of Section 202 of the Basic Resolution and are payable from revenues derived by the Issuer from a revenue-producing enterprise and shall be on a parity of lien with all other Common Fund Bonds which have heretofore and may hereafter be issued by the Issuer and made payable from funds pledged and appropriated thereto pursuant to the Basic Resolution and hereunder.

e) The issuance and sale of the Bonds, the execution and delivery of the Agreement and the performance of all covenants and agreements of the Issuer contained herein and in the Agreement and the Basic Resolution and of all other acts and things required under the Constitution and laws of the State

to make the Agreement and the Bonds valid and binding obligations of the Issuer in accordance with their terms are authorized by the Act, the Basic Resolution and this Supplemental Bond Resolution.

f) The Underwriters have offered to purchase the Bonds in accordance with the terms and conditions of the Underwriting Agreement and this Supplemental Bond Resolution.

ARTICLE II

Authorization, Terms and Provisions of Bonds

Section 201. *Qualification under the Basic Resolution, IDB Account Resolution and Chapter 424.* The Bonds shall be issued and secured under the provisions of the Basic Resolution, and all applicable terms, covenants and conditions contained therein are hereby incorporated into and made a part hereof the same as if said terms, covenants and conditions were set out herein in their entirety. It is hereby found, determined and declared that upon the issuance of the Bonds in accordance herewith and execution of the Agreement, the Agreement shall provide for Basic Rent, which if collected in full and when due shall be sufficient to pay the interest when due and to pay and redeem the Bonds at maturity or when required or permitted pursuant to the terms hereof. In accordance with Sections 202 and 402(d) of the Basic Resolution, at or prior to the Bond Closing for the Bonds, cash in the amount, or a Reserve Letter of Credit drawable in the amount, of the Minimum Deposit shall be delivered to or by the Issuer as required for the Bonds and further, all other conditions required to be met under Section 202 of the Basic Resolution shall have been met as have the conditions specified herein. Consistent with the provisions of the Basic Resolution and the IDB Account Resolution, the Issuer specifically pledges to further secure the Bonds (on a parity basis with all Common Fund Bonds) with the funds held in the A Subaccount and Issuer Subaccount of the IDB Account established in accordance with the provisions of the IDB Account Resolution. The Issuer covenants to make appropriations, advances and payments in respect of the Bonds in accordance herewith and with the terms of the Basic Resolution and the IDB Account Resolution. The Bonds shall also be secured by amounts available, if any, in the Tax Reserve Fund, pursuant to Chapter 424. The Issuer hereby designates the Bonds as bonds secured by the pledge made pursuant to Chapter 424.

Section 202. *Forms Generally.* The Bonds shall be in substantially the form set forth in Schedule A hereof with such other appropriate insertions, omissions, substitutions and other variations as are required or permitted hereby and may have such letters, numbers or other marks of identification and such legends or endorsements placed thereon as may, consistently herewith, be placed thereon by the officials of the Issuer executing the Bonds, as evidenced by their execution thereof. Any part of the text of any Bond may be set forth on the reverse side thereof with an appropriate reference thereto on the face of the Bond.

The definitive Bonds shall be printed, lithographed, engraved, typewritten, mimeographed or otherwise reproduced or produced by a combination of these methods or may be produced in any other manner permitted by the rules of any securities exchange, all as determined by the officials of the Issuer executing such Bonds, as evidenced by their execution thereof.

The approving opinion of Bond Counsel may be printed on the Bonds.

Section 203. *Authorization of Bonds and Terms.* Pursuant to the Basic Resolution, the Bonds are hereby authorized to be and shall be issued under and secured by the Basic Resolution and this Supplemental Bond Resolution. The Bonds and any Additional Common Fund Bonds shall bear CUSIP numbers or any other identification, notations or symbols as the Issuer may determine, and when issued shall be numbered separately from R-1 consecutively upward. The Bonds shall be issued in the aggregate principal amount of up to \$25,000,000 and shall be designated "Taxable Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2005-1." The Bonds shall bear interest from the date thereof, payable semiannually on June 1 and December 1 in each year, commencing June 1, 2006, at the interest rates per annum to be determined by the Finance Officer of the Issuer prior to the issuance of the Bonds (with the average weighted interest rate not to exceed 7.50% per annum), and shall mature on or before December 1, 2035.

The foregoing aggregate principal amount, maturity dates and principal amounts maturing on such dates are subject to adjustment and, if adjusted, such terms shall be finally and specifically designated at Bond Closing by a certification of the Finance Officer of the Issuer. Such adjustment may include the creation of one or more serial maturities and/or term bonds that are subject to mandatory sinking fund redemption in accordance with Section 305 hereof. The Finance Officer's certification shall also establish the interest rate for each maturity of Bonds.

Section 204. *Accrual and Payment of Interest.* Each Bond shall bear interest from its date, which shall be as of the date six (6) months preceding the Interest Payment Date next following the date of authentication thereof by the Paying Agent, provided that: (a) if such date of authentication shall be an Interest Payment Date, such Bond shall be dated as of such date of authentication, (b) if such date of authentication shall be before the first Interest Payment Date, such Bond shall be dated as of the first day of the month in which such Bond was issued, and (c) if interest on such Bond shall not have been paid in full when due, then notwithstanding any of the foregoing provisions of this Section 204, such Bond shall be dated as of the date on which interest was last paid in full on such Bond. All Bonds shall be payable as to principal or Redemption Price at the principal office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, hereby designated as Paying Agent for the Bonds, or at the office of any successor Paying Agent designated by the Issuer pursuant to Article VII of the Basic Resolution, and interest on Bonds shall be payable by check or draft drawn upon the Paying Agent mailed on the Interest Payment Date to the registered Holder thereof as reflected as of the close of business on the 15th day of the month immediately preceding any Interest Payment Date at the address of such Holder as it appears on the Bond Register maintained by the Trustee. Overdue principal or Redemption Price of and (to the extent legally enforceable) overdue interest on any Bond shall bear interest at the rate borne by such Bond.

Section 205. *Conditions Precedent to the Delivery of Bonds.* In addition to the performance of such acts and the occurrence of such events as are required under Section 202 of the Basic Resolution, prior to or simultaneously with the delivery of the Bonds:

a) there shall be delivered to the Trustee a written order by the Representative of the Issuer to authenticate and deliver the Bonds to or upon the order of the Underwriters, upon the payment to the Trustee for the account of the Issuer of a specified sum plus a specified amount of accrued interest, together with a copy of this Supplemental Bond Resolution, duly certified by the recording officer of the Issuer; and

b) there shall be delivered to the Issuer the following items:

(i) an executed original of the Agreement and the Guarantor, Manager and City Undertaking and Agreement;

(ii) the executed original or copies thereof satisfactory to the Issuer of all Subleases of the Facility then in effect, if any;

(iii) financing statements endorsed as having been filed with the Secretary of State of the State of Minnesota and the County Recorder or Registrar of Titles of Hennepin County, Minnesota, or both, whichever is applicable, showing the interest of the Issuer in the Facility Equipment;

(iv) a policy or binder of title insurance in current ALTA form acceptable to the Issuer and Bond Counsel in an amount not less than the original principal of the Bonds insuring the Issuer's fee simple title to the Facility Premises, subject only to Permitted Encumbrances and insuring against all standard exceptions, including mechanics' liens, survey and zoning restrictions;

(v) the manually signed Opinion of Bond Counsel approving the legality of the Bonds;

(vi) written evidence from the Underwriters and the Bank consenting to the issuance of the Bonds;

(vii) an original of the Underwriting Agreement;

(viii) written acceptance by the Paying Agent and the Trustee;

(ix) evidence of insurance complying with the Agreement;

(x) an executed original of the Guaranty; and

(xi) such other documents as Bond Counsel and the Bank reasonably determine are necessary as a precondition to the delivery of the Bonds; provided, however, that the Issuer may waive the requirement that one or more of the foregoing items be filed with the Trustee on or prior to Bond Closing, except the manually signed Opinion of Bond Counsel approving the validity of the Bonds.

Section 206. *Additional Common Fund Bonds.* One or more series of Additional Common Fund Bonds may be authenticated and delivered for the purpose of financing the cost of improving one or more Facilities. Such Additional Common Fund Bonds shall be secured by the Basic Resolution, this Supplemental Bond Resolution and the Additional Supplemental Bond Resolution providing for the issuance of the applicable series of such Additional Common Fund Bonds and shall rank on a parity of security in all respects with the Bonds and all Additional Common Fund Bonds issued and to be issued hereunder. Such Additional Common Fund Bonds may, at the election of the Issuer as provided by

Chapter 424, be further secured by the Tax Reserve Fund. Such Additional Common Fund Bonds shall have such identifying designation, be in such form and denominations, be dated, mature at such time or times, bear interest at such rate or rates, be subject to redemption at such times and prices, be executed substantially in the form and manner set forth herein and contain such other provisions not inconsistent herewith and with the Basic Resolution and as the Additional Supplemental Bond Resolution providing for the issuance thereof shall fix and determine. Such Additional Common Fund Bonds shall be payable from the Common Bond Fund as provided in the Basic Resolution. Prior to the adoption of the Additional Supplemental Bond Resolution authorizing the issuance of Additional Common Fund Bonds, the Issuer and the Tenant shall enter into an amendment to the Agreement which shall provide that the Basic Rent due under the Agreement shall be increased and computed so as to amortize in full the principal or Redemption Price of and interest on such Additional Common Fund Bonds and provide for the payment of any other costs in connection therewith.

Section 207. *Form and Denominations.* All Bonds shall be in fully registered form without coupons and payable to a named Person or registered assigns. Bonds shall each be of the denomination of \$5,000 or any integral multiple thereof. The Bonds may contain or have endorsed thereon such provisions, specifications and descriptive words as are:

- a) not inconsistent with those provisions hereof and of the Basic Resolution that are applicable to all Bonds or to Common Fund Bonds generally;
- b) necessary or desirable to comply with custom or the rules of any securities exchange or commission or brokerage board; or
- c) authorized hereby or by any Additional Supplemental Bond Resolution adopted prior to the authentication and delivery of the Bonds.

Section 208. *Execution of Bonds.* Each Bond shall be executed, as provided by law, in the name and on behalf of the Issuer by the manual or facsimile signature of its Finance Officer (or such other person acting in the stead of the Finance Officer in accordance with law). Any Bond may be signed on behalf of the Issuer by any person who, at the date of such act, shall hold the proper office, and the validity thereof shall not be impaired by the fact that one or more of such officers authorized to execute such Bond shall have ceased to hold such office on the date of delivery of such Bond.

Section 209. *Authentication of Bonds.* Each Bond shall bear thereon a certificate of authentication, substantially in the following form, manually executed by the Trustee:

"Certificate of Authentication"

This Bond is one of the Common Fund Bonds described in the within-mentioned Basic Resolution and Supplemental Bond Resolution and is one of the Bonds of the City of Minneapolis referred to herein.

WELLS FARGO BANK,
NATIONAL ASSOCIATION,
as Trustee

Dated: _____

By _____
Authorized Signature

Only such Bonds that bear thereon the manually executed certificate of authentication shall be entitled to any security, right or benefit hereunder and under the Basic Resolution. No Bond shall be valid or obligatory for any purpose unless the certificate of authentication upon such Bond shall have been duly executed by the Paying Agent. The certificate of authentication upon any Bond executed as herein provided on behalf of the Issuer shall be conclusive and the only evidence that the Bond so authenticated has been duly authenticated and delivered hereunder and under the Basic Resolution and that the Holder thereof is entitled to the security, right or benefit hereunder and under the Basic Resolution.

Section 210. *Appointment of Trustee as Transfer Agent for Bonds.* The Trustee is hereby irrevocably appointed the agent of the Issuer for the registration, transfer or exchange of Bonds. The Trustee, on behalf of the Issuer, shall maintain and keep a Bond Register for the registration and transfer of the Bonds, and upon presentation thereof for such purpose, the Trustee shall register or cause to be registered thereon and permit to be transferred thereon or to be exchanged, under such reasonable regulations as the Trustee may prescribe, any Bond entitled to registration, transfer or exchange.

Section 211. *Transfer of Bonds.* Each Bond shall be transferable only upon the Bond Register at the office of the Trustee by the registered owner thereof in person or by his attorney duly authorized in writing, upon surrender thereof together with a written instrument of transfer satisfactory to the Trustee

duly executed by the registered owner or such duly authorized attorney. Upon the transfer of any such Bond, the Issuer shall execute and the Trustee shall authenticate and deliver a new Bond or Bonds registered in the name of the transferee of the same aggregate principal amount, series designation, maturity and interest rate as the surrendered Bond.

Section 212. *Ownership of Bonds and Effect of Registration.* The Issuer, the Trustee and any Paying Agent may treat and consider the person in whose name any Bond for the time being shall be registered upon the Bond Register as the Holder and absolute owner thereof, whether or not such Bond shall have matured, for the purpose of receiving payment of the principal or Redemption Price of and interest on such Bond and for all other purposes whatsoever, and neither the Issuer, the Trustee nor any Paying Agent shall be affected by any notice to the contrary, and payment of or on account of the principal or Redemption Price of and interest on such registered Bond shall be made only to or upon the order of such registered owner thereof. All payments made as in this Section 212 provided shall be valid and effectual to satisfy and discharge the liability upon the several Bonds to the extent of the sum or sums so paid.

Section 213. *Bonds Mutilated, Destroyed, Stolen or Lost.* In the event that any Bond is mutilated, destroyed, stolen or lost, the Issuer shall execute and the Trustee shall authenticate and deliver, in lieu of any such mutilated, destroyed, stolen or lost Bond, a new Bond of like date and denomination as the Bond mutilated, destroyed, stolen or lost, provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any such destroyed, stolen or lost Bond, there shall be first furnished to the Issuer and the Trustee evidence of such destruction, theft or loss satisfactory to the Issuer and the Trustee, together with indemnity satisfactory to them. The Issuer and the Trustee may charge the Holder of such Bond their reasonable fees and expenses in this connection. All such Bonds so surrendered to the Trustee shall be canceled by the Trustee.

In case any such mutilated, destroyed, stolen or lost Bond has become or is about to become due and payable, the Issuer may, instead of issuing a new Bond, cause the Trustee to pay such Bond out of money held by the Trustee and available for such purpose.

The provisions of this Section 213 are exclusive and shall preclude (to the extent lawful) all other rights and remedies with respect to the replacement or payment of mutilated, destroyed, stolen or lost Bonds.

Section 214. *Payment for and Limitations on Exchanges and Transfers.* In all cases in which the privilege of exchanging or transferring Bonds is exercised, the Issuer shall execute and the Trustee shall authenticate and deliver the Bonds in accordance with the provisions hereof and of the Basic Resolution. The Bonds so delivered shall be in such form or denominations as shall permit the exchange or transfer for the surrendered Bonds in such manner that no gain or loss of interest results from such exchange or transfer. All Bonds surrendered in any such exchanges or transfers shall forthwith be canceled by the Trustee. For every such exchange or transfer of Bonds, the Trustee may make a charge sufficient to reimburse the Trustee for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. The cost of preparing each new Bond upon each exchange or transfer and any other expenses (except any applicable tax, fee or other governmental charge) of the Issuer or the Trustee incurred in connection with such exchange or transfer shall be paid by the Tenant pursuant to Section 2.03 of the Agreement. Neither the Issuer nor the Trustee shall be required to register, transfer or exchange Bonds for a period of fifteen (15) days next preceding any Interest Payment Date on Bonds or next preceding any selection of Bonds to be redeemed or thereafter until after the later of the first publication or mailing of notice of redemption of Bonds selected, called or being called for redemption as a whole or the portion being redeemed of any Bonds selected, called or being called for redemption in part.

Section 215. *Delivery of Temporary Bond.* In order to facilitate timely delivery of the Bonds, the Underwriters may elect, with respect to the Bonds, to receive in lieu of definitive Bonds a single temporary registered Bond that may be printed, lithographed, engraved, typewritten, mimeographed or otherwise reproduced, which Bond shall, upon the printing of the appropriate Bonds and the execution and authentication thereof, be exchanged therefor and canceled.

Section 216. *Book Entry Provisions.* Notwithstanding any provision of this Supplemental Bond Resolution to the contrary:

a) Upon initial issuance of the Bonds the ownership of one fully registered Bond for each maturity of the Bonds shall be registered in the name of Cede & Co. ("Cede"), as nominee of The Depository Trust Company ("DTC"), New York, New York. Payments of interest on, principal of and any premium on the Bonds shall be made to the account of Cede on each payment date at the address indicated for Cede in the Bond Register kept by the Trustee in accordance with arrangements acceptable to DTC and the Trustee. DTC has represented to the Issuer that it will maintain a book-entry system in recording ownership interests of its participants (the "Direct Participants"), and the ownership interests of a purchaser of a beneficial interest in the Bonds (a "Beneficial Holder") will be recorded through book entries on the records of the Direct Participants.

b) With respect to Bonds registered in the name of Cede, the Issuer and the Trustee shall have no responsibility or obligation to any Direct Participant or to any Beneficial Holder of such Bonds. Without limiting the immediately preceding sentence, the Issuer and the Trustee shall have no responsibility or obligation with respect to (i) the accuracy of the records of DTC, Cede or any Direct Participant with respect to any beneficial ownership interest in the Bonds, (ii) the delivery of any Direct Participant, Beneficial Holder or other Person, other than DTC, of any notice with respect to the Bonds, including any notice of redemption, (iii) the payment of any Direct Participant, Beneficial Holder or other Person, other than DTC, of any amount with respect to the principal or redemption price of, or any interest on, the Bonds or (iv) any consent given or other action taken by DTC as Holder of the Bonds. With respect to the Bonds registered in the name of Cede, the Issuer and the Trustee may treat DTC as, and deem DTC to be, the absolute owner of each Bond for all purposes whatsoever including (but not limited to) (i) payment of the principal or redemption price of, and interest on, each such Bond, (ii) giving notices of purchase or redemption and other matters with respect to such Bonds and (iii) registering transfers with respect to such Bonds. The Trustee shall pay the principal or redemption price of, and interest on, all such Bonds only to or upon the order of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Issuer's obligations with respect to such principal or redemption price, and interest, to the extent of the sum or sums so paid. Until and unless the services of DTC as depository of the Bonds are terminated or discontinued, no Person other than DTC shall receive a Bond evidencing the obligation of the Issuer to make payments of principal or redemption price of, and interest on, the Bonds pursuant to this Supplemental Bond Resolution. Upon delivery by DTC to the Trustee of written notice to the effect that DTC has determined to substitute a new nominee in place of Cede, and subject to the transfer provisions hereof, the word "Cede" in this Supplemental Bond Resolution shall refer to such new nominee of DTC.

c) (i) DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving reasonable written notice to the Issuer and the Trustee and discharging its responsibilities with respect thereto under applicable law.

(ii) The Trustee shall terminate the services of DTC with respect to the Bonds if the Issuer determines that the continuation of the system of book-entry-only transfers through DTC (or a successor securities depository) is not in the best interests of the Beneficial Holders of the Bonds or is burdensome to the Trustee, and shall terminate the Services of DTC with respect to the Bonds upon receipt by the Trustee of written notice from DTC to the effect that DTC has received written notice from Direct Participants having interests, as shown in the records of DTC, in an aggregate principal amount of not less than 50% of the aggregate principal amount of the Bonds then Outstanding to the effect that; (a) DTC is unable to discharge its responsibilities with respect to the Bonds or (b) a continuation of the requirement that all of the Bonds be registered in the Bond Register in the name of Cede, as nominee of DTC, is not in the best interest of the Beneficial Holders of such Bonds.

d) Upon the termination of the services of DTC with respect to the Bonds pursuant to subsection (c)(ii)(b) hereof, or upon the discontinuance or termination of the services of DTC with respect to the Bonds pursuant to subsection (c)(i) or subsection (c)(ii)(a) hereof after which no substitute securities depository willing to undertake the functions of DTC hereunder can be found or which, in the opinion of the Trustee, is willing and able to undertake such functions upon reasonable and customary terms, the Bonds shall no longer be restricted to being registered in the registration books kept by the Trustee in the name of Cede as nominee of DTC. In such event, the Trustee shall transfer and exchange Bond certificates as requested by DTC or Direct Participants and confirmed by DTC of like principal amount, series and maturity, in Authorized Denominations to the identifiable Beneficial Holders in replacement of such Beneficial Holders' beneficial interests in the Bonds.

e) Notwithstanding any other provision of this Supplemental Bond Resolution to the contrary, so long as any Bond is registered in the name of Cede, as nominee of DTC, all payments with respect to the principal or redemption price of, and interest on, such Bond and all notices with respect to such Bond shall be made and given, respectively, to DTC as provided in the representation letter addressed to DTC with respect to the Bonds.

f) In connection with any notice or other communication to be provided to Holders pursuant to this Supplemental Bond Resolution by the Trustee with respect to any consent or other action to be taken by Holders, the Trustee shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent the Trustee is reasonably able to do so.

g) Notwithstanding any provision herein to the contrary, the Trustee may agree to allow DTC, or its nominee, Cede, to make a notation on any Bond redeemed in part to reflect, for informational purposes only, the principal amount and date of any such redemption.

ARTICLE III

Redemption of Bonds

Section 301. *Privileges of Redemption and Redemption Prices.* The Bonds issued pursuant hereto which are redeemable prior to maturity shall be subject to redemption upon notice as and to the extent provided in this Article III, at such time or times, in such order, and on such other terms and conditions, in addition to and consistent with this Article III, as is provided in the form of Bonds set forth herein and as shall be provided in the forms thereof with respect to Additional Common Fund Bonds issued pursuant to Section 206 hereof consistent with the Additional Supplemental Bond Resolution pursuant to which such Additional Common Fund Bonds may be issued (but shall not be redeemed prior to maturity except as so provided). In all cases any such redemption made shall be at a price equal to the principal amount of each Bond or portion thereof to be redeemed, plus such redemption premium or differing redemption premiums, if any, as shall be set forth in said Bonds and applicable upon such redemption, together with interest accrued to the Redemption Date. Except as may be otherwise provided herein, if less than all of the Bonds then Outstanding are to be redeemed, the particular Bonds to be redeemed shall be selected by inverse order of maturity and within a maturity as set forth in Section 302 hereof.

Section 302. *Selection of Bonds to be Redeemed.* In the event of redemption of Bonds of like maturity, the Trustee shall assign a distinctive number for each \$5,000 of principal amount of each Bond to be so redeemed and shall select the principal amount to be so redeemed, using such method of selection from the assigned numbers as the Trustee shall deem proper in its discretion. The Bonds to be redeemed shall be the Bonds to which were assigned numbers so selected, but only so much of the principal amount of each such Bond of a denomination of more than \$5,000 shall be redeemed as shall equal \$5,000 for each number assigned to it and so selected. For the purposes of this Section 302, Bonds, or portions thereof, which have been selected for redemption shall not be deemed Outstanding, and the order of selection for such Bonds shall remain the same upon exchange or transfer thereof pursuant to Section 211 hereof.

Section 303. *Notice of Redemption.*

a) In the case of the redemption of any Bonds, the Trustee, in accordance with the terms and provisions of all Bonds and of this Supplemental Bond Resolution, shall select the Bonds to be redeemed and shall give notice of the redemption of such Bonds. However, the Trustee shall not give notice for redemption pursuant to Section 306 hereof prior to deposit of the applicable Redemption Price in the Redemption Fund.

b) The notice shall specify the maturities of the Bonds to be redeemed, the Redemption Date and the place or places where amounts due upon such redemption shall be payable and, if less than all of the Bonds of any like maturity are to be redeemed, the letters and numbers or other distinguishing marks of such Bonds so to be redeemed, and, in the case of a Bond to be redeemed in part only, such notice shall also specify the portion of the principal amount thereof to be redeemed. Such notice shall further state that on such Redemption Date there shall become due and payable upon each Bond to be redeemed the Redemption Price thereof or the Redemption Price of the specified portion of the principal thereof in the case of a registered Bond to be redeemed in part only, together with interest accrued to such Redemption Date, and that from and after such date interest thereon shall cease to accrue and be payable. The Trustee shall mail a copy of such notice, first-class mail, postage prepaid, not less than

thirty (30) nor more than sixty (60) days before such Redemption Date, to the registered owner of each Bond all or a portion of which is to be redeemed, at said owner's last address, if any, appearing upon the Bond Register maintained by the Trustee, but failure to receive such notice or any defect therein or in the mailing thereof shall not affect the validity of any proceedings for the redemption of Bonds. Such notice shall additionally be sent to Kenny Information System and Standard & Poor's Called Bond Department. Notwithstanding the foregoing, the Trustee shall, to the extent required by law, publish notice of any redemption of Bonds in an Authorized Newspaper.

c) For the purpose of discharging Bonds as provided in Section 603 of the Basic Resolution greater than 60 days prior to a redemption date for the Bonds, notice of redemption shall be deemed given if the Issuer shall have given the Trustee irrevocable instructions to provide the notice of redemption as required in (b) above.

Section 304. *Payment of Redeemed Bonds.* Notice having been given in the manner provided in Section 303 hereof, the Bonds or portions thereof called for redemption and specified in said notice shall become due and payable on the Redemption Date specified in said notice at the applicable Redemption Prices on such Redemption Date, plus unpaid interest on the Bonds or portions thereof accrued to such Redemption Date, and upon presentation and surrender thereof at the place or places specified in the notice together with a written instrument of transfer duly executed by the registered owner or by his attorney duly authorized in writing, the Bonds or portions thereof shall be paid at the Redemption Prices, plus unpaid interest on the Bonds or portions thereof accrued to the Redemption Date. If there shall be called for redemption less than all of a Bond, the Issuer shall execute and the Paying Agent shall authenticate and cause to be delivered, upon the surrender of such Bond, without charge to the owner thereof, for the unredeemed balance of the principal amount of the Bond so surrendered, Bonds of like series designation, interest rate and maturity in any of the authorized denominations and registered in such name or names as may be requested. If on such Redemption Date, money for the redemption of all the Bonds of any like maturity to be redeemed, together with interest thereon accrued and unpaid to such Redemption Date, shall have been on deposit with the Paying Agent so as to be available therefor on such Redemption Date and if notice of redemption thereof shall have been given as aforesaid, then from and after such Redemption Date interest on the Bonds or portions thereof of such maturity so called for redemption shall cease to accrue and become payable and said Bonds shall no longer be considered as Outstanding hereunder. All money on deposit with the Paying Agent for the redemption of particular Bonds shall be held in trust for the account of the Holders of the Bonds to be so redeemed. Any Bonds redeemed shall be paid, to the extent available, from funds held by the Trustee other than Preference Funds.

Section 305. *Sinking Fund Redemption.* In the event that the Finance Officer by certification under Section 203 hereof designates one or more term bonds, such term bonds shall be subject to mandatory sinking fund redemption, in part, in integral multiples of \$5,000, with the particular Bonds to be redeemed to be selected by the Trustee and notice of redemption to be given by the Trustee in accordance with the provisions of this Supplemental Bond Resolution. Such mandatory sinking fund redemptions shall be at a redemption price equal to one hundred percent (100%) of par, plus accrued interest to the date fixed for mandatory sinking fund redemption (the "Mandatory Sinking Fund Redemption Date").

In the event that Bonds are purchased by the Issuer or the Tenant, or Bonds are redeemed pursuant to Section 306 hereof, the Bonds so purchased, or redeemed, at the option of the purchaser (in the case of purchased Bonds) or the Issuer (in the case of redeemed Bonds), may be applied as a credit against any subsequent mandatory sinking fund redemption payment for the Bonds, and such credit shall be equal to the principal amount of Bonds so purchased or redeemed, provided that notice of such election has been delivered to the Trustee not less than sixty days prior to the date of such mandatory sinking fund redemption. In such case, the principal amount of Bonds to be redeemed on such Mandatory Sinking Fund Redemption Date shall be reduced by the principal amount of Bonds so purchased or redeemed that are delivered to the Trustee on or before the date the notice of such election has been delivered to the Trustee. Any credit given to a mandatory sinking fund redemption pursuant to this paragraph shall not affect any subsequent mandatory sinking fund redemption which shall remain payable in such amounts and on such terms as otherwise set forth herein.

Section 306. *Optional Redemption.* The Bonds maturing after December 1, 2015, are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part and from time to time, on December 1, 2015, and on any Interest Payment Date thereafter, after the notice of redemption given in accordance with the terms of this Supplemental Bond Resolution, at a Redemption Price (expressed as a percentage of the principal amount to be redeemed) set forth below, plus accrued interest to the Redemption Date:

<u>Redemption Date</u>	<u>Redemption Price</u>
December 1, 2015 and thereafter	100%

The terms set forth in this Section 306 are subject to adjustment and modification and if adjusted, such terms shall be finally designated by certification of the Finance Officer of the Issuer delivered in connection with Bond Closing. Such adjustment may include the addition of a redemption premium on certain dates.

Section 307. *Extraordinary Optional Redemption.* The Bonds are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part, on any date upon notice as provided in Section 303 hereof, at a Redemption Price equal to the principal amount thereof, plus accrued interest to the Redemption Date, following termination of the Agreement with respect to a Facility and prepayment by the Tenant of all amounts payable thereupon pursuant to Section 7.02 of the Agreement, which termination may occur at the election of Tenant only upon the occurrence of certain events of casualty, condemnation, changes of law, or other occurrences as described in such provision of the Agreement.

Section 308. *Default Redemption.* The Bonds are subject to redemption prior to maturity, at the option of the Issuer, in whole but not in part, on any date upon notice as provided in Section 303 hereof, at a Redemption Price equal to the principal amount thereof, plus accrued interest to the Redemption Date, following the occurrence of all of the following: (i) an Event of Default, as defined in the Agreement, has occurred and is continuing; (ii) the Issuer has exercised its option to declare an acceleration of all Basic Rent to become due under the Agreement pursuant to Section 8.02(a) of the Agreement; and (iii) the Issuer has determined that sufficient amounts can be derived from the Facilities, proceeds of the Bonds (or any refunding bonds) available therefor, sums in the Common Bond Fund available therefor, or any combination of the foregoing amounts or otherwise to discharge the Bonds pursuant to the Basic Resolution.

ARTICLE IV

Additional General Covenants and Funds

Section 401. *Maintenance and Repair.* The Issuer covenants that the Issuer shall at all times use its best efforts to cause the Tenant to maintain, preserve and keep the Facilities in good condition, repair and working order.

Section 402. *Recording and Filing.* The Trustee shall cause the Agreement or a short form thereof and all related financing statements concerning the Facilities to be kept, recorded, and filed in such manner and in such places as may be required by law in order to fully preserve and protect the Issuer's title to and security interest in the Facilities and shall cause rerecording and refiling of each financing statement and each supplement thereto as is necessary to maintain, preserve and protect such title and security interest.

Section 403. *Construction Fund.*

a) There is hereby created and established a separate and special Construction Fund to be held by the Trustee, in which there shall be deposited at the Bond Closing all proceeds of the Bonds, but excluding proceeds required to be deposited in the Common Bond Fund pursuant to Section 405 hereof. Amounts in the Construction Fund shall be applied on the date of issuance of the Bonds to defease the Prior Bonds.

b) There is hereby created and established a separate and special account in the Construction Fund to be known as the "Costs of Issuance Account" to be held by the Trustee, in which there shall be deposited at the Bond Closing any money contributed by the Tenant for payment of Costs of Issuance. Amounts in the Costs of Issuance Account shall be disbursed by the Trustee to pay Costs of Issuance.

Section 404. *Common Bond Fund.* All accrued interest on the Bonds delivered at Bond Closing, all Net Revenues with respect to the Facilities and the Agreement, Basic Rent, interest accruing on past due Basic Rent, all Retained Funds, Collateral Proceeds, Prepaid Net Revenues, and all other sums payable into the Common Bond Fund pursuant hereto or the Agreement, shall be credited to the Common Bond Fund, as received, and, subject to the Tenant's rights (if any) to earnings on the Reserve Deposit pursuant to the terms of the Agreement, are hereby pledged to the Common Bond Fund to the extent and in the manner provided in the Basic Resolution and herein. Amounts deposited in the Common Bond Fund (or any subaccounts therein) shall be credited against installments of Basic Rent or to the benefit of the Tenant only as and to the extent provided in the Agreement; provided that, subject to the Agreement, earnings on sums in the Common Bond Fund (including earnings on money credited to the Debt Service Account, the Common Reserve Account, and all subaccounts therein) shall not be credited against any installments of Basic Rent or otherwise to the benefit of the Tenant, but shall accrue to the benefit of the Issuer and shall be credited and applied in accordance with the Basic Resolution. Except as otherwise set forth in the Agreement, all amounts deposited in the Common Bond Fund pursuant hereto shall secure the payment of Common Fund Bonds to the extent and in the manner provided in the Basic Resolution.

Section 405. *Debt Service Account and Common Reserve Account.*

a) At Bond Closing the Issuer shall deposit into the Debt Service Account in the Common Bond Fund proceeds of the Bonds to the extent of interest accrued on the Bonds from their nominal issuance date to the Bond Closing. All Net Revenues with respect to the Facilities or the Agreement and Basic Rent (and all interest accruing on past due amounts therefor) shall be deposited in the Debt Service Account in the Common Bond Fund, together with any amounts transferred from the Common Reserve Account which are being credited in accordance herewith or the Agreement to the benefit of the Tenant against installments of Basic Rent or other payments due under the Agreement.

b) At Bond Closing there shall be deposited in the Common Reserve Account by the Issuer cash in an amount, or a Reserve Letter of Credit drawable in an amount, not less than the Minimum Deposit. Any amounts drawn under a Reserve Letter of Credit shall be deposited in the Common Reserve Account.

c) Amounts deposited hereunder or pursuant to the Agreement in a subaccount in the Common Reserve Account shall be credited to the benefit of the Tenant and applied, if at all, only in accordance with Section 2.02 of the Agreement, and such amounts so credited, to the extent they are or become available therefor, shall be transferred from any such subaccount in the Common Reserve Account into the Debt Service Account as and to the extent such amounts are applied against payments of Basic Rent or other items due and payable under the Agreement.

Section 406. *Property Insurance and Award Fund.*

a) The proceeds of fire and extended coverage insurance on the Facilities received under the Agreement from a claim for loss in excess of \$50,000 per occurrence and any award in the event of Condemnation of the Facility or any part thereof as referred to in Section 5.02 of the Agreement are to be paid to the Issuer. The Issuer shall deposit all such insurance proceeds and any award received in the Property Insurance and Award Fund to be established and held by the Trustee in the event that the Trustee receives any such insurance proceeds or any such award. Any money deposited in the Property Insurance and Award Fund shall be withdrawn only for the purposes and upon the conditions stated in this Section 406.

b) The Issuer shall first deduct from any Condemnation Award or insurance proceeds any costs reasonably incurred by the Issuer or the Tenant in connection with the Condemnation proceedings or the collection of the insurance, including, but not limited to, attorneys' fees, witness fees and any extraordinary expenses of the Issuer or the Tenant in connection therewith. The amount remaining after such payments is referred to in this Section 406 as the "Net Proceeds."

c) In the event that the Tenant exercises its option to terminate the Agreement as provided in Section 7.02 of the Agreement, the Net Proceeds shall be deemed "Prepaid Net Revenues" under Section 101 of the Basic Resolution and shall be deposited in a separate subaccount in the Common Reserve Account and may be applied therein as provided in Section 403(d) of the Basic Resolution.

d) Subject to Section 5.04 of the Agreement, if the conditions for termination under Section 7.02 of the Agreement do not exist or the option to terminate thereunder is not exercised, the Net Proceeds shall be retained in the Property Insurance and Award Fund, and the Tenant is required under Article V of the

Agreement to restore the Facility after any such casualty or Condemnation. The following items shall be deposited with the Issuer and the Trustee before any disbursement is made from the Property Insurance and Award Fund to pay such cost of restoration:

(i) plans and specifications reasonably satisfactory to the Issuer for restoration of the Facility, which restoration the Tenant is required to effect in accordance with Section 5.01 or Section 5.02 of the Agreement, as the case may be;

(ii) a contract or contracts for the furnishing of work and materials required for restoration in accordance with the plans and specifications, with a payment and performance bond or bonds (unless otherwise agreed by the Issuer) in an aggregate amount at least equal to the total cost of restoration under the contract or contracts conditioned for the completion thereof in accordance with the plans and specifications and for the payment of all claims for labor and materials to be incorporated in the Facility in the course of restoration;

(iii) a certificate of a member of the Issuer's staff approving: (A) the plans and specifications for such restoration, (B) the contract or contracts, and (C) the payment and performance bond or bonds, if any, which approval the Issuer has agreed shall not be unreasonably withheld, provided that upon the passage of fifteen (15) days from the receipt of such plans and specifications, contracts, and bonds during which the Issuer has not given such certificate, the requirement of this subparagraph (iii) need not be satisfied; and

(iv) cash or a certified check (or a letter of credit in form and substance reasonably acceptable to the Issuer) for any amount by which the total cost of restoration as then ascertained or estimated exceeds the balance then on hand in the Property Insurance and Award Fund.

e) After compliance with Section 406(d) hereof, where applicable, the Trustee shall pay costs of restoration to the Tenant or other persons entitled thereto, subject to customary restrictions on disbursement, as such restrictions are deemed applicable or appropriate by the Issuer; provided that, unless waived by the Issuer, not more than ninety percent (90%) of the total cost of restoration shall be paid until receipt by the Issuer of (i) an Opinion of Independent Counsel stating that all filings and other steps necessary to perfect the security interests and title created by the Agreement in all personal property which constitutes part of the Facility as a result of such restoration, as against third party creditors of or purchasers for value from the Tenant, have been completed and that the personal property which constitutes part of the Facility is subject to no liens and encumbrances except Permitted Encumbrances or such other encumbrances consented to by the Issuer and the Tenant, and (ii) an endorsement to the title insurance policy delivered under Section 205(b)(iv) hereof with respect to the real property constituting part of the Facility in form and substance acceptable to the Issuer. In the event that the restoration of the Facility to substantially the condition existing before a taking by Condemnation would require the furnishing of land or rights or interests in land additional to or in substitution for any part or all of the Facility Premises, the cost thereof may be added to the cost of restoration to be paid under the provisions of this Section 406 if such acquisition is authorized by the Issuer and there are filed with the Issuer evidence of the acquisition of such land or an interest therein, together with an endorsement to the title insurance policy delivered under Section 205(b)(iv) hereof in relation to such additional or substituted land and rights or interests therein, all in form and manner acceptable to the Issuer. Any additional property or rights or interest therein so acquired shall be and become part of the Facility as fully as though originally set forth and described in Exhibits A and B of the Agreement.

f) Any Net Proceeds not used for such restoration shall, upon completion of such restoration, be credited to a separate subaccount of the Common Reserve Account in the Common Bond Fund and applied and credited in accordance with the Basic Resolution and the Agreement.

g) All earnings on sums in the Property Insurance and Award Fund shall be credited to such fund for the purposes permitted in this Section 406.

Section 407. *Prepayment of Basic Rent.* Any prepayment by the Tenant of Basic Rent as provided in Section 7.01 of the Agreement shall be deposited in a separate subaccount of the Common Reserve Account for Retained Funds and credited and applied as provided in such Section 7.01 of the Agreement.

Section 408. *Draws on the Letter of Credit.* If at 9:00 a.m. Minneapolis time on the day five Business Days prior to any Payment Date amounts in the Common Bond Fund, the IDB Account and the Redemption Fund are insufficient to pay in full all principal, premium or interest on any Common Fund Bonds due on or before the Payment Date, the Trustee shall, if the Letter of Credit is in effect, on such

day submit before the close of business a draw under the Letter of Credit for the amount of such insufficiency (to the extent of amounts drawable under the Letter of Credit), and upon receipt of the proceeds thereof the Trustee shall deposit the same in the Debt Service Account to be applied as provided in the Basic Resolution.

Section 409. *Redemption Fund.*

a) There is hereby created and established a separate and special Redemption Fund, to be held by the Trustee as a fund separate from the Common Bond Fund and the IDB Account. Amounts deposited therein are hereby pledged solely to the payment of the Redemption Price on the Bonds duly called for redemption or repayment to the Issuer as provided herein.

b) There shall be deposited in the Redemption Fund, all amounts to be paid as the Redemption Price on any Bonds to be called for redemption pursuant to Sections 306, 307 and 308 hereof. Such amounts shall be deposited prior to notice of such redemption being given pursuant to Section 303 hereof. Earnings on the investment of amounts deposited in the Redemption Fund shall also be deposited in such fund.

c) Amounts in the Redemption Fund shall be applied to payment when due of the Redemption Price payable on any Bonds duly called for redemption by transfer thereof to the Paying Agent on the date when due. Amounts remaining in the Redemption Fund and not required for the payment of any Redemption Price of Bonds duly called for redemption, shall be transferred by the Trustee at the direction of the Issuer.

d) Amounts in the Redemption Fund shall be invested solely in direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by, the United States of America, the Government National Mortgage Association, Federal Intermediate Credit Banks, Banks for Cooperatives, Federal Land Banks, the Export-Import Bank of the United States or the Federal Home Loan Bank; provided, however, no amounts may be invested for a period expiring later than the earlier of ninety-one (91) days or the next succeeding Interest Payment Date on which Bonds will be redeemed.

Section 410. *Draws on the Reserve Letter of Credit.* The following shall be applicable only if there is a Reserve Letter of Credit for the Bonds:

a) if (i) the Tenant shall fail at any time or times to pay when due (including any applicable grace period) any Basic Rent (including amounts due by acceleration), or (ii) any Basic Rent previously paid is required by law to be disgorged by the Issuer, the Trustee, or holders because of the bankruptcy or insolvency of the Tenant, or (iii) any amount is then drawable under the Basic Resolution from the applicable subaccount for Reserve Deposits established in the Common Reserve Account, then to the extent of amounts drawable the Trustee may submit a draw under the Reserve Letter of Credit, and shall provide a notice of such draw to the Tenant. Amounts so drawn shall be deposited in the Common Reserve Account, subject to withdrawal pursuant to the Basic Resolution.

b) The Trustee shall submit a draft to fully draw under the Reserve Letter of Credit no more than forty-five (45) days and no less than thirty (30) days prior to its expiration unless (i) such expiration is on or after the date on which all principal of, premium, if any, and interest on the Bonds is paid in full, or (ii) prior to such draw an Approved Substitute Letter of Credit drawable in an amount not less than the amount drawable under the expiring Reserve Letter of Credit shall have been delivered to the Trustee, or immediately available funds (in United States currency) in an amount equal to the amount drawable under the expiring Reserve Letter of Credit shall be delivered to the Trustee for deposit in a subaccount in the Common Reserve Account. Amounts so drawn shall be deposited in a subaccount in the Common Reserve Account.

Section 411. *Tax Reserve Fund.* Whenever all amounts in the Common Reserve Fund and the IDB Account have been expended and all amounts have been drawn under the Letter of Credit or further draws thereunder are for any reason unavailable (or if the Letter of Credit is no longer outstanding) and the Trustee has determined that without receipt of amounts from the Tax Reserve Fund principal, interest or the Redemption Price of the Bonds would not be paid when due under the terms of the Bonds or would continue past due, the Trustee shall certify the same to the Finance Officer and shall further certify to the Finance Officer the amount then required to be received and applied to the payment of the principal, interest or Redemption Price of Outstanding Designated Common Fund Bonds in order to prevent the Issuer from defaulting on any such payment. Funds received by the Trustee from the Finance Officer shall be applied only to the payment of principal, interest or Redemption Price of Outstanding Designated

Common Fund Bonds. Except as otherwise provided herein, the Issuer is under no obligation to provide money to the Trustee except from amounts in the Tax Reserve Fund that have been deposited in the Tax Reserve Fund pursuant to the terms of Chapter 424. If the amount received, together with all other amounts available to the Trustee, is not sufficient to pay all principal or Redemption Price of and interest then due on Designated Common Fund Bonds, the Trustee shall apply the balance first to pay pro rata the interest then due on all such Designated Common Fund Bonds and the Trustee shall apply any remaining balance first to the pro rata payment of principal of the then matured (but unaccelerated) Outstanding Designated Common Fund Bonds and then to the payment of all other principal due on Common Fund Bonds and other items payable from the Common Bond Fund in respect of such Outstanding Designated Common Fund Bonds.

Section 412. *Maintenance of Letter of Credit; Substitute Pledge.* The Issuer agrees that it shall either:

a) renew or extend the Letter of Credit from time to time so that either (i) there shall at all times be at least five years remaining until its expiration, or (ii) it shall expire on or after the date of the latest maturity date of the Bonds; or

b) irrevocably pledge all earnings on the IDB Account accruing during the period the Issuer fails to meet the condition in (a), above, to the repayment of Common Fund Bonds on the same terms as other funds in the IDB Account (irrespective of whether, at such time or any time thereafter, the sum in the IDB Account may exceed \$10,000,000); provided, however, that no sums in the IDB Account in excess of \$20,000,000 need be pledged by reason of this Section 412.

Section 413. *Investments by Issuer.* All sums held in the funds or accounts established hereunder, to the extent practicable and permitted by the Act, will be invested as provided in Section 501 of the Basic Resolution. The Issuer, at its discretion, may allow the Tenant to direct the investment of the Reserve Deposit with respect to the Bonds. In such event, the Trustee shall value the investments in the Reserve Deposit on each January 1, April 1, July 1 and October 1, at the lower of cost or fair market value. If, pursuant to such valuation, the Reserve Deposit is less than the Minimum Deposit, the Trustee shall immediately notify the Tenant and the Issuer.

Section 414. *General Issuer Pledge; Limitations on Pledge.*

a) The Issuer covenants that if amounts in the Debt Service Account with respect to the Bonds on any Interest Payment Date (after the required transfer from the subaccount of the Common Reserve Account established with respect to the Bonds) are insufficient to pay the debt service due on the Bonds, the Issuer will deposit the shortfall with the Trustee on such Interest Payment Date.

b) The obligation of the Issuer expressed in Section 414(a) is a general pledge, and shall not be construed as a pledge or encumbrance of any specific funds or revenues of the Issuer, or a lien on or against any specific asset or property of the Issuer, or a pledge of the Issuer's taxing powers. Notwithstanding anything to the contrary contained in this Section, the general pledge of the Issuer expressed in Section 414(a) shall not be a pledge of, or lien against, any fund or account (the "Pension Funds") of the Issuer held for the purpose of funding, or accumulating funds for, pension or retirement liabilities of the Issuer; accordingly, the Issuer shall not be required under any circumstances to withdraw funds from the Pension Funds for the purposes of the pledge made in Section 414(a).

c) Nothing in this Section 414 or elsewhere in this Supplemental Bond Resolution shall be construed to be a guarantee of the payment of debt service on the Bonds or on any other Common Fund Bonds. The obligations of the Issuer shall be strictly construed in accordance with the provisions of this Section 414.

ARTICLE V

Possession, Use and Release of Property

Section 501. *Possession and Use.* Subject to the terms of this Supplemental Bond Resolution and the Agreement, until the occurrence of an "Event of Default" as defined in the Agreement, the Tenant shall be permitted to possess, use and enjoy the Facilities (except cash or other personal property deposited or pledged or determined by the terms hereof to be deposited or pledged to the Issuer) as permitted under the Agreement and to receive and use the issues and profits of the Facilities.

Section 502. *Conveyance for Access or Other Easement.* Subject to the terms of the Agreement, the Tenant is authorized, without consent of or notice to the Holders of any Bonds, to grant such conveyance or easement as the Issuer deems necessary to give adequate ingress or egress to and from

the Facility Premises and to grant any other easement on the Facility Premises as the Issuer deems appropriate so long as the Issuer determines that such easement shall not materially impair the structural integrity of the applicable Facility.

Section 503. *Release of Encumbered Facility Equipment.* The Issuer is authorized, without consent or notice to the Holders of any Bonds, to permit the Tenant to remove Facility Equipment from time to time in accordance with the terms and conditions set forth in Section 4.09 of the Agreement and release the same from the Issuer's security interest therein or on such other terms as the Issuer deems appropriate, so long as the Issuer determines that such removal and release shall not materially impair the structural integrity of the applicable Facility.

ARTICLE VI

Supplemental and Amendatory Resolutions

Section 601. *Supplemental and Amendatory Resolutions Not Requiring Consent of Holders.* The Issuer may, from time to time and at any time, without the consent of or notice to any of the Holders of any Bonds, and, when so required by this Supplemental Bond Resolution, shall adopt a resolution or resolutions supplemental hereto or amendatory hereof so as to thereby:

- a) permit the issuance of Additional Common Fund Bonds;
- b) cure any ambiguity, formal defect, omission or error herein or in any other supplemental bond resolution concerning Common Fund Bonds;
- c) grant for the benefit of the Holders of any Common Fund Bonds or any Holders of the Bonds herein authorized any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon such Holders;
- d) substitute or add additional equipment, machinery or land or release land or property in the manner, if any, specifically provided herein or more precisely identify any machinery forming a part of a Facility;
- e) make any other change deemed by the Issuer necessary to reconcile this Supplemental Bond Resolution with the Agreement or any amendment thereto; or
- f) make any change to this Supplemental Bond Resolution which, in the reasonable judgment of the Issuer, is not to the prejudice of any Holders of Bonds.

Section 602. *Supplemental and Amendatory Resolutions Requiring Consent of Holders.* Exclusive of supplemental and amendatory resolutions covered by Section 601 hereof and subject to the terms and provisions contained in this Section 602 and not otherwise, the Issuer, upon receipt of an instrument evidencing the consent to the below-mentioned supplemental or amendatory resolution by the Holders of not less than fifty-one percent (51%) of the aggregate principal amount of the Bonds then outstanding, such consent being secured in accordance with the provisions of Sections 801 and 802 hereof, shall adopt such other resolution or resolutions supplemental or amendatory thereto as shall be deemed necessary and desirable for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained herein or in any other supplemental or amendatory resolution; provided, however, that nothing herein contained shall permit or be construed as permitting:

- a) any amendment which is inconsistent with the terms and conditions of the Basic Resolution and the provisions relating to the IDB Account established by the IDB Account Resolution;
- b) an extension of the maturity of the principal of any Bond or an extension of the interest on any Bond not held by a consenting Holder;
- c) a reduction in the principal amount of any Bond or a reduction in the rate of interest due on any Bond not held by a consenting Holder;
- d) a privilege or priority of any Bond or Bonds over any other Bond or Bonds, except as otherwise provided herein; or
- e) a reduction in the aggregate principal amount of the Bonds required for consent to such supplemental or amendatory resolution (except as otherwise provided herein or in the Agreement or any amendment thereto made without Holder consent under Section 601 hereof), without the consent of the Holders of one hundred percent (100%) of the principal amount of the Bonds (or, in the case of an amendment described in Section 602(a) hereof, all Common Fund Bonds) then Outstanding, such consent being secured in accordance with Section 801 hereof.

Anything herein to the contrary notwithstanding, a supplemental or amendatory resolution under this Article VI which adversely affects the rights of the Tenant under the Agreement shall not become effective unless and until the Tenant shall have consented in writing to the adoption and delivery of such resolution. In this regard, the Issuer shall cause notice of the proposed adoption of any such Additional Supplemental Bond Resolution, together with a copy of the proposed Additional Supplemental Bond Resolution, to be mailed by certified or registered mail to the Tenant at least twenty (20) days prior to the proposed date of adoption of any such Additional Supplemental Bond Resolution. The Tenant shall be deemed to have consented to the adoption of any such Additional Supplemental Bond Resolution if the Issuer does not receive a letter of protest or objection thereto, signed by an authorized representative of the Tenant, on or before 4:30 p.m., Central Standard or Central Daylight Time, whichever is then in effect, on the fifteenth (15th) day after the mailing of said notice and a copy of the proposed Additional Supplemental Bond Resolution to the Tenant, unless such fifteenth (15th) day falls on a Sunday or legal holiday, in which event, the letter of objection must be received on the next succeeding Business Day.

ARTICLE VII

Amendment to Agreement

Section 701. *Amendments Without Holder Consent.* The Issuer and the Tenant may, without the consent of or notice to any of the Holders of Bonds, consent to any amendment to or change or modification of the Agreement to effect any change therein which is consistent with the terms and conditions of the Basic Resolution and this Supplemental Bond Resolution, including, but not limited to, changes for the following purposes:

- a) to facilitate the issuance of Additional Common Fund Bonds;
- b) to meet the requirements of the provisions hereof or of the Agreement;
- c) to cure any ambiguity, formal defect, omission or error;
- d) in connection with any property or equipment acquired and which constitutes a part of a Facility so as to more precisely identify the same;
- e) to reconcile the Agreement with any supplement or amendment to this Supplemental Bond Resolution; or
- f) to effect any other change therein which, in the reasonable judgment of the Issuer, is not to the prejudice of any Holders of the Bonds.

Section 702. *Amendments Requiring Holder Consent.* Neither the Issuer nor the Tenant shall consent to any amendment to or change or modification of the Agreement which is inconsistent with the terms and conditions of the Basic Resolution, except in the case of (a), such change or modification may occur only after publication of notice and receipt of the written approval or consent of the Holders of not less than 51% of the then Outstanding Bonds adversely affected thereby, such consent being procured as provided in Sections 801 and 802 hereof. If at any time the Tenant shall request the consent of the Issuer to any proposed amendment to or change or modification of the Agreement requiring Holder consent, the Issuer shall, upon being satisfactorily indemnified with respect to expenses, cause notice of such proposed amendment, change or modification to be published in the same manner as provided in Section 802 hereof.

ARTICLE VIII

Miscellaneous

Section 801. *Consent of Holders.* Any consent, request, direction, approval, objection or other instrument required hereby to be signed and executed by any Holders of Bonds may be in any number of concurrent writings of similar tenor and must be in writing and signed. Proof of the execution of any such consent, request, direction, approval, objection or other instrument or of the writing appointing any agent and of the ownership of Bonds, if made in the following manner, shall be sufficient for any of the purposes hereof and shall be conclusive in favor of the Issuer or the Trustee with regard to any action taken by the Issuer or Trustee under such request or other instrument, namely:

- a) The fact and date of the execution by any Person of any such writing may be proved by the certificate of any officer in any jurisdiction who by law has power to take acknowledgments within such jurisdiction that the Person signing such writing acknowledged before him the execution thereof or by an affidavit of any witness to such execution.

b) The fact of the holding by any Person of Bonds and the amounts and numbers of such Bonds and the date of the holding of the same may be proved by a certificate executed by any trust company, bank or banker, wherever situated, stating that at the date thereof the party named therein did exhibit to an officer of such trust company or bank or to such banker, as the property of such party, the Bonds if such certificate shall be deemed by the Issuer or the Trustee, as the case may be, to be satisfactory. The Issuer or Trustee may, in its discretion, require evidence that such Bonds shall have been deposited with a trust company, bank or banker before taking any action based on such ownership.

Section 802. *Notice of Amendments.* If at any time the Issuer desires to adopt any supplemental or amendatory resolution hereto or to amend the Agreement as herein provided without consent of all of the Holders of Outstanding Bonds, unless consent of and notice to any of the Holders is not required hereunder, the Issuer shall cause notice of the proposed resolution or amendment to be published at least once in a financial periodical or newspaper of general circulation published in the City of Minneapolis, Minnesota, and shall, in addition, cause such notice to be mailed by registered mail, return receipt requested, to the Holders of all Bonds as such Holders' names and addresses appear on the Bond Register. Such notice shall set forth the nature of the proposed resolution or amendment and shall state that copies thereof are on file at the office of the Issuer for inspection by all Holders. The Issuer shall not, however, be subject to any liability to any Holder by reason of its failure to publish or mail such notice, and any such failure shall not affect the validity of such resolution or amendment when consented to and approved as herein provided. If the Holders of not less than the requisite percentage in aggregate principal amount of Bonds Outstanding at the time have consented to and approved the adoption thereof as provided in this Supplemental Bond Resolution, no Holders of any Bonds shall have any right to object to any of the terms and provisions contained therein or the operation thereof or in any manner question the propriety of the adoption thereof or enjoin or restrain the Issuer or the Tenant from adopting or executing the same or from taking any action pursuant to the provisions thereof.

Section 803. *Severability.* If any provision hereof shall be held or deemed to be or shall, in fact, be inoperative or unenforceable as applied in any particular case in any jurisdiction or jurisdictions or in all jurisdictions or in all cases because it conflicts with any provisions of any Constitution, statute, rule or public policy or for any other reason, such circumstances shall not have the effect of rendering the provision in question inoperative or unenforceable in any other case or circumstance or of rendering any other provision or provisions herein contained invalid, inoperative or unenforceable to any extent whatsoever and shall not affect the remaining portions of this Supplemental Bond Resolution or any part hereof.

Section 804. *Limitation of Liability.* No provision, covenant or agreement contained herein shall give rise to or impose any pecuniary liability upon the Issuer or any of either of its officers, employees or agents.

Section 805. *Authentication of Transcript.* The officers of the Issuer are directed to furnish to Bond Counsel certified copies of this Supplemental Bond Resolution and all documents referred to herein and affidavits or certificates as to all other matters which are reasonably necessary to evidence the validity and marketability of the Bonds. All such certificates and affidavits, including any heretofore furnished, shall constitute recitals of the Issuer as to the correctness of all statements contained therein made by or on behalf of such officers or the Issuer.

Section 806. *Approval of Tenant.* The Tenant has examined and given approval of this Supplemental Bond Resolution and all terms hereof and approves the sale of the Bonds as provided for herein for the price and terms set forth herein.

Section 807. *Authorization to Execute Agreement and Incidental Documents.*

a) The Agreement, the Guarantor, Manager and City Undertaking and Agreement and the Underwriting Agreement are hereby approved in substantially the forms now on file in the offices of the Issuer, and the Finance Officer of the Issuer is authorized to execute, in the name of and on behalf of the Issuer, those documents (and all other agreements required therein or in this Supplemental Bond Resolution) in substantially the forms hereby approved, subject to changes thereto approved by the Finance Officer executing the same (which approval shall be conclusively presumed upon execution thereof) and such other documents as Bond Counsel shall consider appropriate for Bond Closing. In the event of the disability or the resignation or other absence of the Finance Officer of the Issuer, such other officers of the Issuer who may lawfully act in the Finance Officer's behalf shall, without further act

or authorization of the Issuer, do all things and execute all instruments and documents required to be done or to be executed by such absent or disabled official. The Finance Officer of the Issuer is hereby authorized to deliver this Supplemental Bond Resolution and such certificates attesting to its authenticity as may be required by and to Bond Counsel, the Holders of the Bonds, the Underwriters and such other persons as the Finance Officer may deem appropriate.

b) The delivery of the certifications referenced in Sections 203, 305 and 306 is hereby authorized and upon delivery of such certifications, if any, the terms thereof shall be conclusive as to the matters therein addressed and shall be deemed to be a part of this Supplemental Bond Resolution as if set forth fully herein.

Section 808. *Schedules.* Schedule A hereto is hereby incorporated by reference and made a part hereof as though the same shall have been set forth in full herein. Such Schedule A shall control over any contrary provisions herein not contained in such Schedule

SCHEDULE A
BOND FORM

UNITED STATES OF AMERICA
STATE OF MINNESOTA
COUNTY OF HENNEPIN
CITY OF MINNEAPOLIS

No. R-____

\$_____

TAXABLE LIMITED TAX SUPPORTED DEVELOPMENT REVENUE BOND,
Common Bond Fund Series 2005-1

Interest <u>Rate</u>	<u>Maturity Date</u>	Nominal Date of <u>Original Issue</u>	<u>CUSIP</u>
		_____, 2005	

Registered Owner: CEDE & CO.

Principal Amount:

KNOW ALL PERSONS BY THESE PRESENTS that the City of Minneapolis (the "Issuer"), a municipal corporation of the State of Minnesota, for value received hereby promises to pay to the Registered Owner specified above or registered assigns, upon presentation and surrender hereof, the principal amount specified above on the maturity date specified above, solely from the Common Bond Fund (the "Common Bond Fund") held by Wells Fargo Bank, National Association, as Trustee, or its successor or successors as trustee (the "Trustee"), as provided in the Amended and Restated Basic Resolution and Indenture adopted by the Issuer on June 18, 2004, as amended (the "Basic Resolution") and from the IDB Account as defined in the Basic Resolution (the "IDB Account"), or if this Bond is subject to redemption prior to maturity as stated below, on a prior date on which this Bond shall have been duly called for redemption (the "Redemption Date"), and to pay to the registered owner hereof solely from the Common Bond Fund and IDB Account interest on said principal sum from the date hereof until the principal sum is paid, at the rate per annum specified above, payable on June 1, 2006, and semiannually thereafter on each June 1 and December 1. Overdue principal or redemption price and (to the extent legally enforceable) interest on this Bond shall bear interest at the rate borne by this Bond. This Bond, as to principal or redemption price, when due, shall be payable at the principal office of Wells Fargo Bank, National Association, in Minneapolis, Minnesota, as Paying Agent, or a successor Paying Agent duly designated by the Issuer (the "Paying Agent"). Interest on this Bond is payable by check or draft drawn upon the Paying Agent or any successor Paying Agent duly designated by the Issuer, mailed on each interest payment date to the person who was the registered holder hereof at the close of business on the 15th day of the month immediately preceding each such interest payment date at the address of

such holder as it appears on the Bond Register maintained by the Trustee. Principal, premium, and interest on this Bond is payable in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

The Bonds have been designated by the City Council of the Issuer as an issue to which Chapter 424 of the Minneapolis Code of Ordinances applies.

This Bond is one of a duly authorized issue of obligations of the Issuer issued in accordance with the Basic Resolution (such Bonds, together with other Limited Tax Supported Development Revenue Bonds of the Issuer being referred to as "Common Fund Bonds"). This Bond is one of the series of Common Fund Bonds designated as "Taxable Limited Tax Supported Development Revenue Bonds, Common Bond Fund Series 2005-1" (the "Bonds"), issued in the aggregate principal amount of \$_____ under and pursuant to *Minnesota Statutes*, Section 469.152 *et seq.* and any acts amendatory thereof and supplemental thereto in effect on the date of delivery of the Supplemental Bond Resolution and Indenture adopted by the Issuer with respect to the Bonds (the "Supplemental Bond Resolution"), all of like date and tenor, except as to serial number, interest rate, maturity and redemption privilege, in accordance with the Basic Resolution and the Supplemental Bond Resolution, setting forth the terms and conditions upon which such Bonds are issued and describing the security therefor. The Bonds are issued by the Issuer for the purpose of financing three historic theatre facilities located in the City of Minneapolis, which facilities (the "Facilities") are leased to Hennepin Theatre Trust, a Minnesota nonprofit corporation (the "Tenant"), pursuant to a Lease Agreement, dated as of _____ 1, 2005 (the "Agreement"), thereby assisting activities in the public interest and for the public welfare of the Issuer. As provided in the Basic Resolution and the Supplemental Bond Resolution, Additional Common Fund Bonds (as defined in the Supplemental Bond Resolution), equally and ratably secured by the pledge and covenants made in the Basic Resolution and the Supplemental Bond Resolution, may be issued by the Issuer which shall be equally and ratably payable from the Common Bond Fund and the IDB Account.

Unless this Bond is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the Paying Agent for registration of transfer, exchange or payment, and any Bond issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSONS IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

As provided in the Supplemental Bond Resolution, until the termination of the system of book-entry-only transfers through DTC (or any successor security depository appointed pursuant to the Supplemental Bond Resolution), and notwithstanding any other provision of the Supplemental Bond Resolution to the contrary, this Bond may be transferred, in whole but not in part, only to a nominee of DTC, or by a nominee of DTC to DTC or a nominee of DTC, or by DTC or a nominee of DTC to any successor securities depository or any nominee thereof.

This Bond is transferable, as provided in the Supplemental Bond Resolution, only upon the Bond Register kept for such purpose at the office of the Trustee, by the registered owner hereof in person or by his attorney duly authorized in writing upon surrender hereof, together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such duly authorized attorney, and thereupon the Issuer shall execute and issue and the Trustee shall authenticate and deliver in the name of the designated transferee a new Bond or Bonds of the same aggregate principal amount and series designation, maturity and interest rate as the surrendered Bond as provided in the Supplemental Bond Resolution and upon the payment of any charges therein prescribed. The Issuer, the Trustee and any Paying Agent may treat and consider the person in whose name this Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of or on account of the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever.

The Bonds are issuable in the form of fully registered Bonds without coupons in the denomination of \$5,000 or any integral multiple thereof. Subject to such conditions and upon the payment of such charges provided for in the Supplemental Bond Resolution, Bonds may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of Bonds of the same series designation, maturity and interest rate, in any of the authorized denominations and registered in such name or names as may be requested upon surrender thereof at the office of the Trustee with a written

instrument of transfer satisfactory to the Trustee duly executed by the registered owner thereof or by his attorney duly authorized in writing.

The Bonds maturing December 1, _____ and December 1, _____ are subject to mandatory sinking fund redemption on the dates and in the principal amounts as provided in the Supplemental Bond Resolution.

The Bonds maturing after December 1, 2015 are subject to redemption prior to maturity, at the option of the Issuer, in whole or in part and from time to time, on December 1, 2015 and any interest payment date thereafter, at a redemption price (expressed as a percentage of the principal amount of the Bonds to be redeemed) set forth below, plus accrued interest to the redemption date:

<u>Redemption Date</u>	<u>Redemption Price</u>
December 1, 2015 and thereafter	100%

The Bonds are also subject to optional redemption in whole or in part and without premium in accordance with the terms of the Supplemental Bond Resolution, upon certain events of casualty, condemnation, changes of law or other occurrences as provided in the Agreement, or upon a default by the Tenant under the Agreement.

If less than all of the Bonds outstanding under the provisions of the Basic Resolution and the Supplemental Bond Resolution at any time are to be redeemed, the particular Bonds to be redeemed shall be selected by inverse order of maturity and by lot within a maturity as provided in the Supplemental Bond Resolution. Notice of any redemption shall be given to holders of Bonds by mail to such holders' addresses as such appear in the Bond Register, all pursuant to the Supplemental Bond Resolution. If notice of redemption shall have been given as aforesaid, the Bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the Redemption Date therein designated, and if on or before said Redemption Date money for the payment of the redemption price of all the Bonds to be redeemed, together with interest to the Redemption Date, is on deposit with the Paying Agent for such payment on said date, then from and after the Redemption Date interest on such Bonds shall cease to accrue and become payable. Less than all of a Bond in a denomination in excess of \$5,000 may be so redeemed, and in such case, upon surrender of such Bond, there shall be issued to the registered owner thereof, without charge therefor, for the unredeemed balance of the principal amount of such Bond, a Bond or Bonds, of the same series designation, maturity and interest rate in any of the authorized denominations and registered in such name or names as may be requested, all as more fully set forth in the Supplemental Bond Resolution.

The Bonds, together with other Common Fund Bonds of the Issuer issued pursuant to Section 202 of the Basic Resolution, are payable from the Common Bond Fund established and maintained pursuant to the Basic Resolution. The Bonds and such other Common Fund Bonds are further secured by the IDB Account and are further secured by the Issuer under Chapter 424 of the Issuer's Code of Ordinances. Reference is made to the Basic Resolution, the Supplemental Bond Resolution, and Chapter 424 of the Issuer's Code of Ordinances for a complete statement of: (a) the terms and conditions upon which the Bonds have been issued; (b) the provisions made for their security and for the issuance of other Common Fund Bonds payable on a parity therewith; and (c) the rights, duties and obligations of the Issuer and the holders from time to time of all Common Fund Bonds. The principal, redemption price or interest on the Bonds do not constitute an indebtedness of the Issuer within the meaning of any constitutional or statutory limitation and do not constitute or give rise to a charge against the general credit and taxing powers of the Issuer except as provided in Chapter 424 of the Issuer's Code of Ordinances and neither the full faith and credit nor the taxing powers of the Issuer are pledged to the payment of the Bonds or the interest thereon except as provided in Chapter 424 of the Issuer's Code of Ordinances. No holder of the Bonds will ever have the right to enforce payment of the principal, redemption price or interest thereof against any property of the Issuer other than the funds specifically pledged to the payment thereof, nor shall the Bonds constitute any charge, lien or encumbrance upon any property of the Issuer pledged and appropriated thereto or the Tax Reserve Fund of the Issuer created by Chapter 424 of the Issuer's Code of Ordinances.

Neither the councilmembers of the Issuer nor any person executing the Bonds for the Issuer shall be liable personally on said Bonds by reason of the issuance thereof.

It is hereby certified and recited that the Facilities constitute a project as defined in *Minnesota Statutes*, Section 469.153, Subdivision 2, and that all conditions, acts and things required by the Constitution or statutes of the State of Minnesota or the Basic Resolution or the Supplemental Bond Resolution to exist, to have happened or to have been performed precedent to or in the issuance of this Bond do exist, have happened and have been performed and that the issuance of this Bond and the issue of which it forms a part are within every debt and other limit prescribed by said Constitution and statutes.

This Bond and the interest hereon shall not be entitled to any security, right or benefit under the Basic Resolution or the Supplemental Bond Resolution hereinafter defined or be valid or obligatory for any purpose unless the certificate of authentication hereon has been duly executed by the Trustee.

IN WITNESS WHEREOF, the Issuer has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signature of its Finance Officer.

CITY OF MINNEAPOLIS, MINNESOTA

By _____
Finance Officer

"Certificate of Authentication"

This Bond is one of the Common Fund Bonds described in the within-mentioned Basic Resolution and Supplemental Bond Resolution and is one of the Bonds of the City of Minneapolis, Minnesota referred to herein.

WELLS FARGO BANK,
NATIONAL ASSOCIATION,
as Trustee

Dated: _____ By _____
Authorized Signature

(Form of Transfer)

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers unto _____ (Tax Identification or Social Security No. _____), the within Bond and all rights thereunder and hereby irrevocably constitutes and appoints _____, his attorney, to transfer the within Bond on the Bond Register with full power of substitution.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

Signature(s) must be guaranteed by a national bank or trust company or by a brokerage firm which is a member of a major stock exchange.

Adopted 10/7/05. Yeas, 11; Nays, 2 as follows:

Yeas – Lilligren, Johnson Lee, Niziolek, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Schiff, Ostrow.

Nays – Zerby, Zimmermann.

Approved by Mayor Rybak 10/7/05.

The **HEALTH & HUMAN SERVICES** Committee submitted the following report:

H&HS - Your Committee recommends that the proper City Officers be authorized to execute a contract with the State of Minnesota, Department of Health, in the amount of \$2,000, to provide laboratory director and clinical consulting services to the City during the period January 1 through December 31, 2006, as required under the CLIA certification policies.

Adopted 10/7/05.

The **HEALTH & HUMAN SERVICES** and **WAYS & MEANS/BUDGET** Committees submitted the following reports:

H&HS & W&M/Budget - Your Committee recommends that the Department of Community Planning & Economic Development be authorized to hire Linda Dehaven at Step 6.5 of the salary schedule for Family Support Specialist III - Employment and Training.

Adopted 10/7/05.

H&HS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to accept \$462,238 in federal public health emergency preparedness funds from the Minnesota Department of Public Health to be used in coordination with the City's Office of Emergency Preparedness and Hennepin County in the implementation and testing of City, County and regional Public Health Emergency Preparedness Plans, and systems to respond to a terrorist attack or other public health emergency. Further, passage of the accompanying Resolution appropriating \$462,238 to the Department of Health & Family Support.

Adopted 10/7/05.

RESOLUTION 2005R-552
By Johnson Lee and Johnson

Amending The 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Health & Family Support Agency in the Grants - Federal Fund (030-860-8621) by \$462,238 and increasing the Revenue Source (030-860-8621 - Source 3210) by \$462,238.

Adopted 10/7/05.

H&HS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to execute a contract with the Minnesota Department of Health to receive \$113,831 for participating in the Cities Readiness Initiative, as part of the metro region public health emergency preparedness planning, to improve mass dispensing capacity in the region. Further, passage of the accompanying Resolution appropriating \$113,831 to the Department of Health & Family Support.

Adopted 10/7/05.

RESOLUTION 2005R-553
By Johnson Lee and Johnson

Amending The 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Health & Family Support Agency in the Grants - Federal Fund (030-860-8621) by \$113,831 and increasing the Revenue Source (030-860-8621 - Source 3210) by \$113,831.

Adopted 10/7/05.

H&HS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to issue a Request for Proposals to establish an eligible providers list for health education and related services during the period January 1, 2006 through December 31, 2008.

Adopted 10/7/05.

H&HS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to execute an amendment to Contract #21508 with Cindy Kallstrom, to increase the amount by \$20,000, for a new total contract amount of \$70,000, to maintain health education services for 2005; all other contract terms and conditions to remain the same.

Adopted 10/7/05.

H&HS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to accept \$499,797 in federal funds from the United States Department of Housing and Urban Development for lead education and outreach activities programming to further the City's efforts toward the goal of a lead-safe city by 2010. Further, passage of the accompanying Resolution appropriating \$499,797 to the Department of Health & Family Support.

Adopted 10/7/05.

RESOLUTION 2005R-554
By Johnson Lee and Johnson

Amending The 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Health & Family Support Agency in the Grants - Federal Fund (030-860-8615) by \$499,797 and increasing the Revenue Source (030-860-8615 - Source 3210) by \$499,797.

Adopted 10/7/05.

The **INTERGOVERNMENTAL RELATIONS** and **WAYS & MEANS/BUDGET** Committees submitted the following report:

IGR & W&M/Budget – Your Committee recommends approval of the renewal of the Youth Coordinating Board Joint Powers Agreement among the City of Minneapolis Special School District No. 1, the Library Board of the City of Minneapolis, the Park and Recreation Board of the City of Minneapolis and Hennepin County, to include an annual contribution increase from \$49,000 to \$56,350, to be effective 1/1/06 until 10/31/10.

Adopted 10/7/05.

The **PUBLIC SAFETY & REGULATORY SERVICES** Committee submitted the following reports:

PS&RS - Your Committee, to whom was referred an ordinance amending Title 14, Chapter 364 of the Minneapolis Code of Ordinances relating to *Liquor and Beer: Liquor Regulations*, conforming to Minnesota Statutes that changes the time that off-sale liquor stores must close from 8:00 p.m. to 10:00 p.m. Monday through Thursday, now recommends that said ordinance be returned to author.

Niziolek moved to substitute a new Ordinance for the above-mentioned Ordinance, and to amend the report by deleting the language "be returned to author" and inserting in lieu thereof "be given its second reading for amendment and passage". Seconded.

Adopted upon a voice vote.

Niziolek moved to amend Subsection "d" of the substitute Ordinance by deleting the word "an" and inserting in lieu thereof "any", and deleting the word "amendment" and inserting in lieu thereof "subsection". Seconded.

Adopted upon a voice vote.

The report, with the substitute Ordinance as amended, was adopted 10/7/05. Yeas, 11; Nays, 2 as follows:

Yeas - Lillgren, Johnson Lee, Niziolek, Benson, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays - Zerby, Goodman.

Ordinance 2005-Or-092 amending Title 14, Chapter 364 of the Minneapolis Code of Ordinances relating to *Liquor and Beer: Liquor Regulations*, amending Section 364.80 by adding a new Subsection (d) so that any off-sale of liquor may be made after 8:00 p.m. and before 10:00 p.m. on Monday through Thursday, notwithstanding Subsection (b)(3), to expire on June 1, 2006, was adopted 10/7/05 by the City Council. A complete copy of this ordinance is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2005-Or-092
By Niziolek
Intro & 1st Reading: 8/19/05
Ref to: PS&RS
2nd Reading: 10/7/05

Amending Title 14, Chapter 364 of the Minneapolis Code of Ordinances relating to Liquor and Beer: Liquor Regulations.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 364.80 of the above-entitled ordinance be amended to read as follows:

364.80. Hours, days regulated. (a) No on-sale of liquor may be made:

- (1) Between 2:00 a.m. and 8:00 a.m. on the days of Monday through Saturday;
- (2) After 2:00 a.m. on Sundays, except with a valid Sunday sales license as provided in subsection (c).

(b) No off-sale of liquor may be made:

- (1) On Sundays;
- (2) Before 8:00 a.m. on Monday through Saturday;
- (3) After 8:00 p.m. on Monday through Thursday and after 10:00 p.m. on Friday and Saturday, provided that an off-sale establishment may sell liquor until 10:00 p.m. on December 31 and July 3, and on the day preceding Thanksgiving Day, except when those days fall on Sunday;
- (4) On Thanksgiving Day;
- (5) On December 25; or
- (6) After 8:00 p.m. on December 24.

(c) Sunday sales. Establishments to which "on-sale" licenses have been issued or hereafter may be issued for the sale of intoxicating liquors which are hotels or restaurants and which have facilities for serving not less than fifty (50) guests at one time, may serve intoxicating liquors between the hours of 10:00 a.m. on Sundays and 2:00 a.m. on Mondays in conjunction with the serving of food. It is unlawful for any such establishment, directly or indirectly, to sell or serve intoxicating liquors as provided in this subsection without having first obtained a special license therefore. Application for said special license shall be made to the council in the same manner as application is made for other licenses to sell intoxicating liquor.

(d) Notwithstanding subsection (b)(3) of this section, any off-sale of liquor may be made after 8:00 p.m. and before 10:00 p.m. on Monday through Thursday. This subsection shall expire on June 1, 2006.

Adopted 10/7/05. Yeas, 11; Nays, 2 as follows:

Yeas - Lilligren, Johnson Lee, Niziolek, Benson, Lane, Samuels, Johnson, Colvin Roy, Zimmermann, Schiff, Ostrow.

Nays - Zerby, Goodman.

PS&RS - Your Committee, to whom was referred an ordinance amending Title 14, Chapter 368 of the Minneapolis Code of Ordinances relating to *Liquor and Beer: Beer Regulations*, restricting the hours that businesses can sell 3.2% beer "off-sale" Monday through Thursday so that sales are discontinued at 8:00 p.m. instead of 2:00 a.m., now recommends that said ordinance be given its second reading for amendment and passage.

Niziolek moved that the report be deleted from the agenda. Seconded.

Adopted upon a voice vote 10/7/05

PS&RS - Your Committee, to whom was referred an ordinance amending Title 13, Chapter 341 of the Minneapolis Code of Ordinances relating to *Licenses and Business Regulations: Taxicabs*, moving license fees for taxicabs to Appendix J of the Code of Ordinances, now recommends that said ordinance be given its second reading for amendment and passage.

Adopted 10/7/05.

Ordinance 2005-Or-093 amending Title 13, Chapter 341 of the Minneapolis Code of Ordinances relating to *Licenses and Business Regulations: Taxicabs*, amending Sections 341.310, 341.410, 341.430, 341.580, 341.625, 341.645, 341.650, and 341.655 to move taxicab license fees to Appendix J of the Code of Ordinances, was adopted 10/7/05 by the City Council. A complete copy of this ordinance is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2005-Or-093
By Niziolek
Intro & 1st Reading: 9/2/05
Ref to: PS&RS
2nd Reading: 10/7/05

Amending Title 13, Chapter 341 of the Minneapolis Code of Ordinances relating to Licenses and Business Regulations: Taxicabs.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 341.310 of the above entitled ordinance be amended to read as follows:

341.310. Limited license. Taxicab licensees operating under a common color scheme may apply for additional licenses, to be known as limited licenses, for the period October first of each year to April first of the next year, for which applications shall be made on or before October first preceding the license period. The license fee shall be ~~one-half of the fee for a regular taxicab license~~ as specified in Appendix J, License Fee Schedule.

Taxicab licensees in each company or association operating under a common color scheme may be granted limited licenses in an amount not exceeding one for every five (5) regular taxicab licenses held by that company or association. Fractions of less than one-half (1/2) shall be rounded down.

Limited licenses shall be held in the names of individual taxicab owners within each color scheme. Applicants for limited licenses shall file their applications and provide evidence of insurance by October 1, and pass vehicle inspection by October 31. Failure to meet these deadlines shall result in denial of the license application without refund of fees paid. The service company shall then designate another applicant for the limited license. If that applicant does not meet all requirements by November 30, the license shall be awarded by lottery to a different service company.

Failure of a limited licensee to operate the vehicle on the street, or failure to maintain insurance, shall be grounds for cancellation of the limited license.

Limited licenses shall not be transferable from person to person without the approval of the city council.

Section 2. That Section 341.410 of the above entitled ordinance be amended to read as follows:

341.410. License fee. (a) Each applicant for a taxi driver's license shall, at the time of filing his or her application, pay a nonrefundable license fee of ~~eighty-three dollars (\$83.00)~~ as specified in Appendix J, License Fee Schedule.

(b) For applicants who must complete the taxicab driver training course as a prerequisite to obtaining a license, the license fee and the course tuition fee may be combined and paid in two (2) installments, payable as follows: ~~Sixty dollars (\$60.00) upon filing the application, and the remaining fifty-eight dollars (\$58.00) upon completion of the taxicab driver training course, prior to final approval of the license application~~ specified in Appendix J, License Fee Schedule.

Section 3. That Section 341.430 of the above entitled ordinance be amended to read as follows:

341.430. Renewals. (a) Drivers' licenses shall be issued as of July first of each year and shall expire June thirtieth the next succeeding year. The director may cause the renewal of a driver's license from year to year by appropriate endorsement upon the application for renewal and payment of an annual fee of ~~fifty-five dollars (\$55.00)~~ as specified in Appendix J, License Fee Schedule. The driver in applying for a renewal of a license shall make such application upon a form to be furnished by the department that shall be filled out with the full name and address of the applicant, together with the date and number of the original license. If a driver has not been licensed in the previous license year, he or she shall be considered a new applicant.

(b) ~~Licenses issued for the 1999 license year to expire on June 1, 2000 shall be extended for thirty (30) days to expire on June 30, 2000.~~

Section 4. That Section 341.580 (f) of the above entitled ordinance be amended to read as follows:

341.580. Requirements for license. Each applicant for a taxicab license must comply with the following to the satisfaction of the department:

(f) The applicant applying for a taxicab license shall, before being issued a license, pay into the city treasury an annual license fee of ~~four hundred forty dollars (\$440.00)~~ as specified in Appendix J, License Fee Schedule, for each and every vehicle to be licensed; except that when application shall be made after the commencement of any license year, licenses shall be issued for the period from the day of application thereof to the beginning of the next license year, upon payment by the applicant of a proportionate amount of the annual license fee.

Section 5. That Section 341.625 of the above entitled ordinance be amended to read as follows:

341.625. Special inspection fee. A taxi vehicle licensee may arrange for a special inspection of his or her vehicle outside the regularly scheduled inspection days and times of the department upon application and payment of a fee of ~~thirty-five dollars (\$35.00)~~ as specified in Appendix J, License Fee Schedule, for each vehicle to be inspected. Special inspections shall be scheduled during the normal working hours of the department and all requests for special inspections must be filed by 9:00 a.m. on the day the inspection is to be conducted.

Section 6. That Section 341.645 (d) of the above entitled ordinance be amended to read as follows:

341.645. Replacement car authorized. In the event that a regular, licensed taxicab shall become disabled because of accident or mechanical breakdown, a licensee may substitute another vehicle for a period not to exceed twenty (20) days, subject to the following conditions:

(d) The licensee shall pay a fee of ~~thirty-five dollars (\$35.00)~~ as specified in Appendix J, License Fee Schedule, and shall receive a license certificate which shall be kept in the replacement vehicle at all times that the vehicle is in service.

Section 7. That Section 341.650 of the above entitled ordinance be amended to read as follows:

341.650. Transfer of license—Vehicle to vehicle. Taxicab licenses issued under the provisions of this article may be transferred from cab to cab upon payment of a fee of ~~fifty-five dollars (\$55.00)~~ as specified in Appendix J, License Fee Schedule, and the filing of a written application. Wheelchair accessible taxicab licenses may only be transferred to another wheelchair accessible taxicab. The applicant for such transfer shall make application, setting forth the information required by section 341.590, and shall present therewith a policy of insurance or bond approved in the manner and required by section 341.500. In the event such application is accompanied by a transfer of such policy of insurance or bond covering the first vehicle, such transfer shall contain a clause providing that the same shall not release the principal or surety from any liability resulting from the operation of the vehicle formerly covered under such policy, up to and including the date of such transfer. Upon the fulfillment

of all of the provisions of this chapter concerning vehicle condition, insurance, title registration, and vehicle marking, and upon passing vehicle inspection, the department shall issue the necessary license and card to be displayed in said taxicab.

Section 8. That Section 341.655 (a) of the above entitled ordinance be amended to read as follows:

341.655. Transfer of license—Person to person. (a) Taxicab licenses issued prior to October 1, 1995, under the provisions of this article may be transferred from person to person upon payment of a fee of ~~one hundred ten dollars (\$110.00)~~ as specified in Appendix J, License Fee Schedule, and completion of an application provided by the department, and approval by the city council. In addition to the information and requirements prescribed by sections 341.500 and 341.580, each application for a transfer shall contain a sworn statement from the present licensee by which he or she consents to the proposed transfer. If the licensee is a partnership, all partners shall complete such statement and if a corporation, the statement shall be completed by an elected officer of the corporation. Such application shall be accompanied by true copies of any proposed or actual purchase agreement, bill of sale, promissory note, mortgage or other evidence of indebtedness which such applicant may incur or may have incurred as a result of the transfer. Such application shall also include a fiscal breakdown as to the cost of the vehicle(s), equipment, corporate stock, goodwill, contract rights and other intangibles included within the transfer. Among other things, the committee in its deliberations in the granting of such application, shall consider the reasonableness of the price the applicant shall have agreed to pay for a specified article or intangible. No value shall be attributed to the taxicab license to be transferred that is in excess of the proportion of the annual license fee remaining for the license year.

Adopted 10/7/05.

PS&RS - Your Committee, having under consideration the On-Sale Liquor Class E with Sunday Sales License held by Somsap Enterprises, dba Tum Rup Thai, 1221 W Lake St, and a request by the licensee to modify its operating conditions to expand the hours of operation for indoor and outdoor to 11:00 a.m. to 1:00 a.m. daily; and an application for an expansion of premises to include seating on private property in the rear of the business, now recommends the following:

a. that the request to modify operating conditions be denied.

b. that the expansion of premises license be granted, subject to outdoor seating to cease at 8:30 p.m. and to close at 9:00 p.m. Monday through Thursday; and 9:30 p.m. and 10:00 p.m., respectively, on Friday and Saturday; and final inspection and compliance with all provisions of applicable codes and ordinances.

Niziolek moved that item "b" of the report be amended by deleting the word "granted" and inserting in lieu thereof "denied". Seconded.

Adopted upon a voice vote.

The report, as amended, was adopted 10/7/05. Yeas, 12; Nays, 1 as follows:

Yeas - Zerby, Lilligren, Johnson Lee, Niziolek, Benson, Goodman, Lane, Samuels, Johnson, Colvin Roy, Schiff, Ostrow.

Nays - Zimmermann.

PS&RS - Your Committee recommends passage of the accompanying Resolution granting applications for Liquor, Wine and Beer Licenses.

Adopted 10/7/05.

Resolution 2005R-555, granting Liquor, Wine and Beer Licenses, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-555

By Niziolek

Granting Liquor, Wine and Beer Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for liquor, wine and beer licenses be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances:

Off-Sale Malt Liquor, to expire October 1, 2006

Rock Bottom of Minneapolis Inc, dba Rock Bottom Brewery, 800 LaSalle Av (growler license)

On-Sale Liquor Class A with Sunday Sales, to expire October 1, 2005

City Center Hotel Ltd Partnership, dba Marriott City Center Minneapolis, 30 S 7th St (new corporate officer)

On-Sale Liquor Class A with Sunday Sales, to expire October 1, 2006

Old Chicago of Colorado Inc, dba Old Chicago, 510 1st Av N

Lee Consultants Ltd, dba Sticks, 708 1st St N

Rock Bottom of Minneapolis Inc, dba Rock Bottom Brewery, 800 LaSalle Av, Downstairs

On-Sale Liquor Class B with Sunday Sales, to expire October 1, 2006

German Restaurants Inc, dba Gasthof Zur Gemutlichkeit, 2300 University Av NE

On-Sale Liquor Class C-1 with Sunday Sales, to expire October 1, 2006

Local LLC, dba Local An Epurican Cafe & Pub, 931 Nicollet Mall

On-Sale Liquor Class E with Sunday Sales, to expire January 1, 2006

Bulldog Restaurant Inc, The, dba Bulldog Restaurant, The, 2549 Lyndale Av S

On-Sale Liquor Class E with Sunday Sales, to expire April 1, 2006

Mangia Nicklow & Friends Production LLC, dba Mangia, 1501 University Av SE, street level (new business; change from On-Sale Wine with Strong Beer)

Nokomis Bowling Company, dba Nokomis Lanes, 4040 Bloomington Av (internal transfer of shares)

On-Sale Liquor Class E with Sunday Sales, to expire October 1, 2005

Sumick Inc, dba Lyle's Bar & Restaurant, 2021 Hennepin Av (new manager)

On-Sale Liquor Class E with Sunday Sales, to expire October 1, 2006

Ike's LLC, dba Ike's Food & Cocktails, 50 S 6th St

Haracz Inc, dba Jimmy's Bar & Lounge, 1828 4th St NE

Schooner Inc, dba Schooner, 2901 27th Av S, 1st floor

On-Sale Wine Class B with Strong Beer, to expire April 1, 2006

G & A Partners LLC, dba El Pantano Restaurant, 417 E Lake St (new manager and dba change)

Off-Sale Beer, to expire April 1, 2006

Ahmed Food Market, dba Sams Food Market, 5405 42nd Av S (change in ownership)

Khalood Corporation, dba Stop & Buy Market, 2401 Dupont Av S

On-Sale Beer, to expire April 1, 2006

Village Wok Restaurant Inc, dba Village Wok, 610 Washington Av SE (internal transfer of shares).

Adopted 10/7/05.

PS&RS - Your Committee recommends passage of the accompanying Resolution granting applications for Business Licenses.

Adopted 10/7/05.

Resolution 2005R-556, granting applications for Business Licenses, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-556

By Niziolek

Granting applications for Business Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for business licenses (including provisional licenses) as per list on file and of record in the Office of the City Clerk under date of October 7, 2005 be granted, subject to final inspection and compliance with all provisions of the applicable codes and ordinances (Petr No 270708):

Amusement Devices; Place of Amusement Class B-1; Place of Amusement Class B-2; Carnival; Car Wash; Fire Extinguisher Servicing Class A; Fire Extinguisher Servicing Class B; Caterers; Confectionery; Food Market Distributor; Grocery; Food Manufacturer; Restaurant; Short-Term Food Permit; Seasonal Short Term Food; Sidewalk Cafe; Vending Machine; Fuel Dealer Cash & Carry Only; Gasfitter Class A; Gasoline Filling Station; Liquid Waste Hauler; Motor Vehicle Dealer - New & Used; Motor Vehicle Dealer - Used Only; Motor Vehicle Immobilization Service; Motor Vehicle Repair Garage; Motor Vehicle Repair Garage with Accessory Use; Towing Class A; Towing Class B; Commercial Parking Lot Class A; Commercial Parking Lot Class B; Peddler - Special Religious; Precious Metal Dealer; Residential Specialty Contractor; Resin Manufacturer; Secondhand Goods Class B; Antique Dealer Class B; Antique Mall Operator Class B; Suntanning Facility; Sign Hanger; Solid Waste Hauler; Suntanning Facility; Taxicab Vehicle; Theater Zone I; Theater Zone III; Tobacco Dealer; Transient Merchant; Tree Servicing; and Wrecker of Buildings Class B.

Adopted 10/7/05.

PS&RS - Your Committee recommends passage of the accompanying Resolution granting applications for Gambling Licenses.

Adopted 10/7/05.

Resolution 2005R-557, granting applications for Gambling Licenses, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-557

By Niziolek

Granting applications for Gambling Licenses.

Resolved by The City Council of The City of Minneapolis:

That the following applications for gambling licenses be granted, subject to final inspection and compliance with all provisions of applicable codes and ordinances:

Gambling Class B

George Glover Neighborhood Gym, dba George Glover Neighborhood Gym, 921 Lowry Av NE (Site: Little Wagon, 420 S 4th St)

Gambling Lawful Exempt

Guthrie Theater Foundation, dba Guthrie Theater Foundation, 725 Vineland Pl (Raffle October 8, 2005 at Graves 601 Hotel Minneapolis, 601 1st Av N)

Church of Saint Austin, dba Church of Saint Austin, 4050 Upton Av N (Raffle October 16, 2005 at Brennan Hall Church of Saint Austin, 4050 Upton Av N)

Illusion Theater and School Inc, dba Illusion Theater and School, 528 Hennepin Av (Raffle October 28, 2005 at The Soap Factory, 110 5th St SE)

ALS Association Minnesota Chapter, dba ALS Association Minnesota Chapter, 333 Washington Av N (Raffle November 2, 2005 at The Depot, 225 3rd Av S)

Church of St. Boniface, dba Church of St. Boniface, 629 2nd St NE (Raffle & Pulltabs November 12, 2005)

Allina Health System, dba Abbott Northwestern Hospital, 2120 Park Av S (Bingo & Raffle November 19, 2005 at Incarnation Church, 3800 Pleasant Av S)

Achieve! Minneapolis, dba Achieve! Minneapolis, 111 3rd Av S (Raffle December 15, 2005 at Barton School, 4237 Colfax Av S)

Best Prep, dba Best Prep, 400 1st St N (Raffle January 28, 2006 at McNamara Alumni Center, University of Minnesota, 200 Oak St SE).
Adopted 10/7/05.

PS&RS - Your Committee, having under consideration the property located at 1626 E Lake St which has been deemed by the Director of Inspections to constitute a nuisance condition within the meaning of Chapter 249 of the Minneapolis Code of Ordinances, now recommends that the proper City Officers be authorized to demolish said property legally described as Lot 35 and the West 12 feet of Lot 36, Heaton's Addition to Minneapolis (PID #35-029-24-44-0130), in accordance with the Findings of Fact, Conclusions and Recommendations which are on file in the Office of the City Clerk and made a part of this report by reference.

Your Committee further recommends that the order for demolition be stayed for 30 days during which time the property owner shall submit an acceptable plan for rehabilitation to the Manager of the Problem Properties Unit and post a performance bond in an amount to be determined by staff based on the costs necessary to rehabilitate the building, after reviewing engineering reports submitted by the property owner that indicate the work and costs necessary to rehabilitate the building.

Adopted 10/7/05.

PS&RS - Your Committee, having under consideration the property located at 3206 2nd St N which has been deemed by the Director of Inspections to constitute a nuisance condition within the meaning of Chapter 249 of the Minneapolis Code of Ordinances, now recommends that the proper City Officers be authorized to demolish said property legally described as Lot 5, Block 47, Baker's 4th Addition to Minneapolis (PID #10-029-24-24-0058), in accordance with the Findings of Fact, Conclusions and Recommendations which are on file in the Office of the City Clerk and made a part of this report by reference.

Adopted 10/7/05.

PS&RS - Your Committee, having under consideration the property located at 3212 2nd St N which has been deemed by the Director of Inspections to constitute a nuisance condition within the meaning of Chapter 249 of the Minneapolis Code of Ordinances, now recommends that the proper City Officers be authorized to demolish said property legally described as Lot 3, Block 47, Baker's 4th Addition to Minneapolis (PID #10-029-24-24-0056), in accordance with the Findings of Fact, Conclusions and Recommendations which are on file in the Office of the City Clerk and made a part of this report by reference.

Adopted 10/7/05.

The **PUBLIC SAFETY & REGULATORY SERVICES** and **WAYS & MEANS/BUDGET** Committees submitted the following reports:

PS&RS & W&M/Budget - Your Committee, having under consideration OP #6459 to provide for the boarding of vacant buildings as needed through December 31, 2005, now recommends that the proper City Officers be authorized to increase Contract C-21483 with CastreJon, Inc in the amount of \$60,000, for a new estimated annual expenditure of \$125,000, all in accordance with City specifications.

Adopted 10/7/05.

PS&RS & W&M/Budget - Your Committee, having awarded the low bid under OP #6375 for securing open and vacant buildings at various locations as directed through December 31, 2005, now recommends that the proper City Officers be authorized to amend Contract #C-21868 with CastreJon, Inc, increasing the amount by \$45,000, for a new estimated annual expenditure of \$130,000, all in accordance with City specifications.

Adopted 10/7/05.

PS&RS & W&M/Budget - Your Committee recommends that the proper City Officers be authorized to accept a grant award of \$100,000 from the Minnesota Department of Public Safety, Division of Homeland Security and Emergency Management, to provide funds to reimburse the Police Department for costs incurred for homeland security overtime during the period of heightened security in 2005. Further, passage of the accompanying Resolution appropriating \$100,000 to the Police Department. Adopted 10/7/05.

RESOLUTION 2005R-558
By Niziolek and Johnson

Amending The 2005 General Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation for the Police Department Agency in the Grants - Federal Fund (030-400-DT09) by \$100,000 and increasing the Revenue Source (030-400-DT09 - Source 3210) by \$100,000.

Adopted 10/7/05.

The **TRANSPORTATION & PUBLIC WORKS** Committee submitted the following reports:

T&PW – Your Committee, having under consideration assessments for unpaid charges for snow and ice removal from public sidewalks, and having held a public hearing thereon, now recommends passage of the accompanying Resolution:

- a) Waiving 50% of the assessment for the property located at 2903 14th Av S;
- b) Waiving 100% of the assessment for the property located as 616 Minnehaha Pkwy E; and
- c) Adopting and levying the remaining assessments on the list of properties, as set forth in Petn No. 270714 on file in the office of the City Clerk.

Adopted 10/7/05.

Resolution 2005R-559, adopting and levying the assessments for the unpaid charges for the removals of snow and ice from public sidewalks on the list of properties set forth in Petn No. 270714, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-559
By Colvin Roy

Adopting and levying the assessments for the unpaid charges for the removals of snow and ice from public sidewalks on the list of properties set forth in Petn No 270714.

Whereas, a public hearing was held on September 27, 2005 in accordance with Chapter 8, Sections 12 and 13 of the Minneapolis City Charter to consider the proposed assessments as shown on the proposed assessment rolls on file in the Office of the City Clerk and to consider all written and oral objections and statements regarding this matter;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proposed assessment for the property identified as 2903 14th Ave S, PID No. 35-029-24-43-0205 in the amount of \$125.00 be 50% waived and reduced to \$62.50;

That the proposed assessment for the property identified as 616 Minnehaha Parkway E, PID No. 14-028-24-23-0211 in the amount of \$50.00 be waived and reduced to \$0.00; and

That the proposed assessments against the affected properties on the list dated September 19, 2005, as set forth in Petn No 270714, in the total amount of \$30,922.11 and as shown on the proposed assessment rolls on file in the office of the City Clerk, be revised to \$30,809.61 as a result of the above waivers, hereby are adopted and levied.

Be It Further Resolved that the assessments, in the total amount of \$30,809.61, be collected in one (1) installment on the 2006 real estate tax statements with interest.

Be It Further Resolved that the assessment rolls as prepared by the City Engineer be and hereby are adopted and that the City Clerk is hereby directed to transmit certified copies of said assessment rolls to the Hennepin County Auditor.

Adopted 10/7/05.

T&PW – Your Committee recommends that the proper City Officers be authorized to execute an amendment to the City of Minneapolis Monitoring Well Access/Use Permit Agreement with BAE Systems Land & Armaments L.P. (formerly United Defense, L.P.), Agreement No. 20082, allowing the installation of an additional monitoring well on City-owned property in Fridley.

Adopted 10/7/05.

Approved by Mayor Rybak 10/7/05.

(Published 10/12/05)

T&PW – Your Committee recommends that the proper City Officers be authorized to execute an easement agreement between the Department of the Air Force/Air Force Reserve Command and the City of Minneapolis granting the City right-of-way for the operation, maintenance and repair of 12-inch and 8-inch water mains located east of 46th Av S and E 59th St.

Adopted 10/7/05.

T&PW – Your Committee recommends that the proper City Officers be authorized to renegotiate and renew a contract with Hennepin County for the processing and disposal of municipal solid wastes collected in the City of Minneapolis.

Adopted 10/7/05.

T&PW – Your Committee recommends that the proper City Officers be authorized to negotiate and execute a sublease agreement between the City of Minneapolis and the Ritz Foundation to construct a parking lot on the Sheridan School playground as part of the Ballet of the Dolls/Ritz Theater renovation. The parking lot will serve as a playground during the weekdays and a parking lot on nights, weekends, and holidays.

Adopted 10/7/05.

T&PW - Your Committee, having under consideration an appeal filed by Michele Connelly, on behalf of The Bridge for Runaway Youth, Inc., from the decision of the Regulatory Services Department denying an application for a Business District Block Event based on hour restrictions, now recommends that said appeal be granted, notwithstanding Chapter 455 of the Minneapolis Code of Ordinances. (Petn No. 270713)

Adopted 10/7/05.

T&PW - Your Committee, having under consideration an appeal filed by Linda Jacobs, on behalf of the Children's Theatre Company, from the decision of the Regulatory Services Department denying an application for a Business District Block Event based on hour restrictions, now recommends that said appeal be granted, notwithstanding Chapter 455 of the Minneapolis Code of Ordinances. (Petn No. 270713)

Adopted 10/7/05.

T&PW - Your Committee, having under consideration an appeal filed by Mike Jennings, on behalf of the Warehouse District Business Association, from the decision of the Regulatory Services Department denying an application for a Business District Block Event based on hour restrictions, now recommends that said appeal be granted, notwithstanding Chapter 455 of the Minneapolis Code of Ordinances. (Petn No. 270713)

Adopted 10/7/05.

The **TRANSPORTATION & PUBLIC WORKS** and **WAYS & MEANS/BUDGET** Committees submitted the following reports:

T&PW & W&M/Budget – Your Committee, having under consideration a request to increase sidewalk contracts for 2005 sidewalk construction projects due to additional alley repair work and sidewalk project work requested by Public Works, the Minneapolis Park & Recreation Board, and neighborhood organizations, now recommends passage of the accompanying Resolutions:

- a) Increasing the contracts with Ti-Zack Concrete, Inc. by \$20,200; and Standard Sidewalk, Inc. by \$36,859; and
- b) Increasing the appropriation and revenue in the PW-Streets and Malls-Capital Agency in the Permanent Improvement Projects Fund in the amount of \$6,100, to be reimbursed by special assessments.

Adopted 10/7/05.

Resolution 2005R-560, amending the Construction of Sidewalks, Alleys, Driveways, Curbs and Gutters Contract C-21811, OP #6407, and Contract C-21857, OP #6407, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-560
By Colvin Roy and Johnson

Amending the Construction of Sidewalks, Alleys, Driveways, Curbs and Gutters Contract C-21811, OP #6407, and Contract C-21857, OP #6407.

Resolved by The City Council of The City of Minneapolis:

That Contract No C-21811, OP 6407, with Ti-Zack Concrete, Inc., be increased in the amount of \$20,200, for a revised contract total of \$915,475.22.

That Contract No C-21857, OP 6407, with Standard Sidewalk, Inc., be increased in the amount of \$36,859, for a revised contract total of \$1,733,377.

Adopted 10/7/05.

RESOLUTION 2005R-561
By Colvin Roy and Johnson

Amending The 2005 Capital Improvement Appropriation Resolution.

Resolved by The City Council of The City of Minneapolis:

That the above-entitled Resolution, as amended, be further amended by increasing the appropriation in the PW-Streets and Malls-Capital Agency in the Permanent Improvement Projects Fund (4100-937-9390) by \$6,100 and increasing the revenue source (4100-937-9390-3650) by \$6,100.

Adopted 10/7/05.

T&PW & W&M/Budget – Your Committee, having under consideration the Lake Street Streetscape Project (Highway 55 to West River Road), now recommends:

- a) Accepting the Enhanced Level Streetscape Petitions from Abutting Property Owners;
- b) Directing the City Engineer to proceed with the design of the Lake Street Enhanced Level Streetscape Project; and
- c) Approving the establishment of a Special Service District for Lake Street, and directing the appropriate City Officers to begin the development of the enabling Ordinances.

Adopted 10/7/05.

T&PW & W&M/Budget - Your Committee, having under consideration the Lyn/Lake Municipal Parking Lots Project and the establishment of proceedings for the assessment of project costs and expenses, and the establishment of impact fees for businesses that have bought into the lots to meet parking requirements, now recommends:

- a) Passage of the accompanying Resolution establishing the special assessment proceedings for payable 2006 for the Lyn/Lake Parking Facilities;
 - b) Establishment of impact fees for the Lyn/Lake Lots for the period of September 1, 2005 through August 31, 2006 at \$940 per stall for businesses that had licenses/permits to expand their businesses, or approved plans to expand their businesses as of September 1, 1998, and \$1,885 per stall for new businesses; and
 - c) Setting an Assessment Public Hearing for October 25, 2005.
- Adopted 10/7/05.

Resolution 2005R-562, establishing the special assessment proceedings for payable 2006 for the Lyn/Lake Parking Facilities, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-562
By Colvin Roy & Johnson

Establishing the special assessment proceedings for payable 2006 for the Lyn/Lake Parking Facilities.

Whereas, Minnesota Statutes, Section 459.14 (Automobile Parking Facilities) authorizes the City of Minneapolis to acquire property interests, construct parking facilities, operate and maintain parking facilities and finance parking facilities through special assessments levied against benefited properties; and

Whereas, the City of Minneapolis has approved the establishment of parking facilities in the Lyn/Lake area, as more particularly described in Resolutions 98R-129 passed April 24, 1998, and 98R-186 passed May 22, 1998 and in Petn Nos 263708 and 263799 on file in the Office of the City Clerk; and

Whereas, the City Engineer has recommended the amount to be specially assessed for payable 2006 to be \$38,982.47, all as contained in Petn No 270715 on file in the office of the City Clerk;

Now, Therefore, Be It Resolved by The City Council of The City of Minneapolis:

That the proper City Officers are hereby directed to prepare proposed special assessments in the total amount of \$38,982.47, and to give notice of a public hearing to be held by the Transportation and Public Works Committee on October 25, 2005, in accordance with Minnesota Statutes, Section 459.14 and Minnesota Statutes, Chapter 429, to consider the amount proposed to be assessed to each benefited property for payable 2006.

Adopted 10/7/05.

T&PW & W&M/Budget - Your Committee recommends passage of the accompanying Resolution approving bids submitted to the Public Works Department, all in accordance with City specifications (Petn No. 270715).

Adopted 10/7/05.

Resolution 2005R-563, granting approval of the bids for a stormwater treatment chamber, recycled concrete base aggregate, light fixture replacement at the State Garage, and the installation of new backlit signs for various parking ramps, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-563
By Colvin Roy and Johnson

Granting approval of the bids for projects and/or services for the City of Minneapolis.

Resolved by The City Council of The City of Minneapolis:

That the following be accepted and that the proper City officers be authorized to execute contracts for the projects and/or services, in accordance with City specifications, and contingent upon approval of the Civil Rights Department. (Petr No 270715)

a) OP #6457, Accept low bid meeting specifications of CDS Technologies, Inc., in the amount of \$65,800, to furnish and deliver a stormwater treatment chamber at W 44th St and Lake Harriet Pkwy;

b) OP #6496, Accept low responsive bid of Fischer Sand and Aggregate, Inc., for an estimated annual expenditure of \$168,000, to furnish and deliver recycled concrete base aggregate;

c) OP #6507, Accept low bid of Egan Companies, Inc., in the amount of \$442,000, to furnish all labor, materials, equipment, and incidentals necessary to accomplish light fixture replacement at the State Garage; and

d) OP #6508, Accept low bid of Topline Advertising, Inc., in the amount of \$89,972, to furnish, deliver, and install new backlit signs for various parking ramps.

Adopted 10/7/05.

The **WAYS & MEANS/BUDGET** Committee submitted the following reports:

W&M/Budget - Your Committee recommends passage of the accompanying Resolution authorizing settlement of legal matters, as recommended by the City Attorney.

Adopted 10/7/05.

Resolution 2005R-564, authorizing settlement of the legal claim of Thomas Oscar Stimack, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-564
By Johnson

Authorizing legal settlements.

Resolved by The City Council of The City of Minneapolis:

That the City Attorney is authorized to proceed with settlement of:

a) Thomas Oscar Stimack, by payment of \$35,000 to Mr. Thomas Oscar Stimack and his attorneys, Albert T. Goins, Sr. and Manley A. Zimmerman;

b) By payment of \$34,618.83 for costs and attorneys' fees in an amount negotiated between the parties; and

Be It Further Resolved that the proper City officers be authorized to execute any documents necessary to effectuate said settlement and release of claims.

Adopted 10/7/05.

W&M/Budget - Your Committee recommends adoption of the Findings of Fact, Conclusions of Law and the recommended decision of Administrative Law Judge Steve M. Milalchick (as outlined in Petr No 270717) affirming the decision not to defend or indemnify Stanley Capistrant in connection with the lawsuit entitled Darryl Burton v. City of Minneapolis and Stanley Capistrant, Hennepin County District Court file no.: MC 05-003544.

Adopted 10/7/05.

W&M/Budget - Your Committee recommends that the proper City officers be authorized to amend the existing Contract (C98-12701) in the amount of \$53,000 with System & Software, Inc., for custom programming of water and stormwater billing software and related consulting services.

Adopted 10/7/05.

W&M/Budget - Your Committee recommends that the proper City officers be authorized to amend the Unisys contract C-18881 in the amount of \$147,772 for furnishing and installing workstations and networking devices and managing the network devices for the Minneapolis 311 Contact Center. These services are funded through the Capital Improvement Long-Range Improvement Committee (CLIC). No additional funding is needed.

Adopted 10/7/05.

W&M/Budget - Your Committee recommends that the proper City Officers be authorized to offer a Step 6 starting salary to Mohammad Khan, for the Property Systems, System Integrator V position.

Adopted 10/7/05.

The **ZONING & PLANNING** Committee submitted the following reports:

Z&P - Your Committee, having under consideration the appeal filed by Ann Ouellette, for WCCO-TV, from the decision of the Board of Adjustment upholding the Zoning Administrator's decision that a jumbotron/monitor is a freestanding sign as well as a traffic hazard, and that the programming on the sign is not off-premise advertising, which is prohibited by the zoning code for the property at 90 S 11th St, now recommends that said appeal be granted relating to decision of the Zoning Administrator that a jumbotron/monitor is a freestanding, flashing sign, which will allow broadcast on the outside of the building, with the finding that commercials are part of the broadcast and not considered off-premise advertising; that broadcasting is not signage and, therefore, the Zoning Administrator shall not include the television monitor in the total square footage for signage on the building, but the monitor shall be limited to 75 square feet; and that television broadcasting of this type is not a traffic hazard as it is different than the kinds of hazards that are typically meant to be prohibited.

Adopted 10/7/05.

Z&P - Your Committee, having under consideration the rezoning study for the Lake Street/Midtown Light Rail Transit station area, now concurs in the recommendation of the Planning Commission relating to changes to zoning within the Lake Street/Midtown Light Rail Transit station area that are consistent with City-adopted plans for the area, and adopting the related findings prepared by the Department of Community Planning & Economic Development.

Your Committee further recommends passage of the accompanying ordinance amending the Zoning Code.

Adopted 10/7/05.

Ordinance 2005-Or-094 amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to *Zoning Code: Zoning Districts and Maps Generally*, rezoning the properties in the Lake Street/Midtown Light Rail Transit station area that are consistent with City-adopted plans, was adopted 10/7/05 by the City Council. A complete copy of this ordinance is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized ordinance.

ORDINANCE 2005-Or-094

By Schiff

1st & 2nd Readings: 10/7/05

Amending Title 20, Chapter 521 of the Minneapolis Code of Ordinances relating to Zoning Code: Zoning Districts and Maps Generally.

The City Council of The City of Minneapolis do ordain as follows:

Section 1. That Section 521.30 of the above-entitled ordinance be amended by changing the zoning districts for the following parcels of land, or portions thereof, listed below and identified on Zoning District Plates 26 and 27 (Lake Street/Midtown Light Rail Transit station area):

House #	Street	Property Identification #	Portion Thereof	New Zoning
3049	22ND AVE S	0102824210061		C3A
3055	22ND AVE S	0102824210060		C3A
3146	24TH AVE S	0102824240013		R5
2941	26TH AVE S	3602924430061		C3A
2801	26TH AVE S	3602924430048		I1/ILOD
2805	26TH AVE S	3602924430047		I1/ILOD
2809	26TH AVE S	3602924430046		I1/ILOD
2815	26TH AVE S	3602924430045		I1/ILOD
2817	26TH AVE S	3602924430044		I1/ILOD
2821	26TH AVE S	3602924430043		I1/ILOD
2843	26TH AVE S	3602924430036	LOTS 13-18, BLOCK 19, SOUTHSIDE ADDITION TO MPLS	I1/ILOD
2843	26TH AVE S	3602924430036	LOT 7, BLOCK 19, SOUTHSIDE ADDITION TO MPLS	R4
2611	28TH ST E	3602924430049		I1/ILOD
2800	27TH AVE S	3602924430030		I1/ILOD
2804	27TH AVE S	3602924430031		I1/ILOD
2808	27TH AVE S	3602924430032		I1/ILOD
2812	27TH AVE S	3602924430033		I1/ILOD
2820	27TH AVE S	3602924430035		I1/ILOD
2828	27TH AVE S	3602924430037		R4
2832	27TH AVE S	3602924430038		R4
2836	27TH AVE S	3602924430039		R4
2840	27TH AVE S	3602924430040		R4
2935	27TH AVE S	3602924430078		C3A
3009	27TH AVE S	0102824120095		C3A
3010	27TH AVE S	0102824120101		C3A
3012	27TH AVE S	0102824120102		C3A
3013	27TH AVE S	0102824120094		C3A
3017	27TH AVE S	0102824120093		C3A
3028	27TH AVE S	0102824120103		C3A
3037	27TH AVE S	0102824120104		C3A
3106	28TH AVE S	0102824110005		OR2
3108	28TH AVE S	0102824110006		OR2
3116	28TH AVE S	0102824110007		OR2
2016	28TH ST E	3602924320076		I2
2616	29TH ST E	3602924430042		R4
2620	29TH ST E	3602924430041		R4
2716	31ST ST E	0102824120001		C3A
2730	31ST ST E	0102824110123		R6
2318	32ND ST E	0102824210066		R5
3008	CEDAR AVE S	0202824110004		C2

1804	LAKE ST E	3502924440218	C2
1807	LAKE ST E	0202824110014	C2
1813	LAKE ST E	0202824110001	C2
1815	LAKE ST E	0202824110003	C2
1817	LAKE ST E	0202824110002	C2
1822	LAKE ST E	3502924440084	C2
1845	LAKE ST E	0102824220032	C2
2005	LAKE ST E	0102824220010	C1
2225	LAKE ST E	0102824210105	C3A
2401	LAKE ST E	0102824120124	C3A
2421	LAKE ST E	0102824120107	C3A
2610	LAKE ST E	3602924430060	C3A
2613	LAKE ST E	0102824120097	C3A
2619	LAKE ST E	0102824120100	C3A
2621	LAKE ST E	0102824120099	C3A
2629	LAKE ST E	0102824120098	C3A
2708	LAKE ST E	3602924430077	C3A
2709	LAKE ST E	0102824120096	C3A
2727	LAKE ST E	0102824110122	C2
1809-1/2	LAKE ST E	0202824110012	C2
3010	MINNEHAHA AVE	0102824120028	C3A
3012	MINNEHAHA AVE	0102824120027	C3A
3016	MINNEHAHA AVE	0102824120037	C3A
3020	MINNEHAHA AVE	0102824120038	C3A
3024	MINNEHAHA AVE	0102824120039	C3A
3028	MINNEHAHA AVE	0102824120040	C3A
3032	MINNEHAHA AVE	0102824120041	C3A
3036	MINNEHAHA AVE	0102824120042	C3A
3040	MINNEHAHA AVE	0102824120043	C3A
3044	MINNEHAHA AVE	0102824120044	C3A
3050	MINNEHAHA AVE	0102824120045	C3A
3052	MINNEHAHA AVE	0102824120046	R4
3100	MINNEHAHA AVE	0102824120047	R4
3100	MINNEHAHA AVE	0102824120048	R4
3101	MINNEHAHA AVE	0102824120002	OR2
3111	MINNEHAHA AVE	0102824120003	OR2
3113	MINNEHAHA AVE	0102824120117	OR2
3117	MINNEHAHA AVE	0102824120118	OR2
3152	MINNEHAHA AVE	0102824120011	OR1
3000	SNELLING AVE	0102824120114	C3A
3001	SNELLING AVE	0102824120108	C3A
3023	SNELLING AVE	0102824120026	C3A
3024	SNELLING AVE	0102824120115	OR2
3033	SNELLING AVE	0102824120064	OR2

That portion of the public right-of-way and/or unplatted land lying west of State Trunk Highway 55 (Hiawatha Avenue), east of 23rd Avenue South, south of 31st Street East, and north of 32nd St E
R5

Adopted 10/7/05.

MOTIONS

Johnson moved that the regular payrolls for all City employees under City Council jurisdiction for the month of November, 2005, be approved and ordered paid subject to audit by the Finance Officer. Seconded.

Adopted 10/7/05.

Colvin Roy and Schiff introduced the subject matter of an ordinance amending Title 19, Chapter 510, of the Minneapolis Code of Ordinances relating to Water, Sewers and Sewage Disposal: Stormwater Management System and Operation of a Stormwater Utility, which was given its first reading and referred to the Transportation & Public Works Committee (decreasing the Runoff Coefficient Range for the Multi-Family Residential land use category).

Johnson introduced the subject matter of an ordinance amending Title 2 of the Minneapolis Code of Ordinances relating to Administration by adding a new Chapter 38 relating to Living Wage and Business Subsidy, which was given its first reading and referred to the Ways & Means/Budget Committee (requiring certain city contractors to pay a living wage and requiring certain business subsidy recipients to create living wage jobs).

RESOLUTION

Resolution 2005R-565, rescinding Resolution 2005R-533 entitled, "Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis general obligation refunding bonds to refund certain general obligation bonds of the City of Minneapolis," passed September 23, 2005, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

RESOLUTION 2005R-565

By Johnson

Rescinding Resolution 2005R-533 entitled, "Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis general obligation refunding bonds to refund certain general obligation bonds of the City of Minneapolis," passed September 23, 2005.

Resolved by The City Council of The City of Minneapolis:
That the above-entitled resolution be and is hereby rescinded.
Adopted 10/7/05.

Resolution 2005R-566, authorizing issuance and sale of General Obligation Refunding Bonds for various outstanding bonds, was adopted 10/7/05 by the City Council. A complete copy of this resolution is available for public inspection in the office of the City Clerk.

The following is the complete text of the unpublished summarized resolution.

RESOLUTION 2005R-566

By Johnson

Requesting the Board of Estimate and Taxation to issue and sell City of Minneapolis general obligation refunding bonds to refund certain general obligation bonds of the City of Minneapolis.

Resolved by the City Council of the City of Minneapolis:

That the Board of Estimate and Taxation be requested to incur indebtedness and issue and sell City of Minneapolis general obligation refunding bonds in the principal amount sufficient to provide for the advance refunding of all or any portion of the following obligations of the City of Minneapolis: (i) the \$22,820,000 December 1, 2000, General Obligation Various Purpose Bonds, Series 2000B, call date of December 1, 2009, with \$16,800,000 in principal due 2010-2012, at a rate of 4.75%; (ii) the \$16,150,000 July 1, 1999, General Obligation Tax Increment Bonds, Series 1999B, call date of December 1, 2009, with \$12,975,000 in principal due 2010-2024, at rates from 4.8% to 5.125%; (iii) the \$14,000,000 July 1, 1999, General Obligation Parking Ramp Bonds, Series 1999, call date of December 1, 2009, with \$9,050,000 in principal due 2010-2017, at rates from 4.8% to 5.125%; (iv) the \$46,225,000 November 1, 2000, General Obligation Tax Increment Bonds, Series 2000E, call date of March 1, 2009, with \$29,325,000 in principal due 2010-2026, at a rate of 5.00%; (v) the \$19,200,000 November 1, 1998, General Obligation Parking Ramp Bonds, Series 1998, call date December 1, 2008, with \$19,200,000 in principal due 2014-2026, at rates from 4.55% to 4.75%; (vi) the \$2,315,000 June 1, 1996, General Obligation Improvement Bonds, call date December 1, 2006, with \$1,000,000 in principal due 2007-2016, at rates from 5.20% to 5.70%; (vii) the \$2,965,000 July 1, 1997, General Obligation Improvement Bonds, call date December 1, 2007, with \$1,275,000 in principal due 2008-2017, at rates from 4.85% to 5.25%; (viii) the \$15,000,000 June 5, 1998, General Obligation Various Purpose Bonds, call date December 1, 2008, with \$1,200,000 in principal due 2009-2018, at rates from 4.375% to 4.875%.

That the general obligation refunding bonds of the City of Minneapolis shall be issued by the Board of Estimate and Taxation when it is advised as follows: (i) the Finance Officer of the City of Minneapolis has determined that sufficient savings can be achieved (based on minimum criteria established by the Finance Officer) as a result of such refunding bonds; (ii) the Finance Officer has determined that the requirements of applicable Minnesota law with respect to advance refunding bonds will be satisfied; and (iii) the Finance Officer has proposed the form, terms, covenants, structure, and directions of the general obligation refunding bonds to be issued. The Finance Officer shall report the results of the sale of the general obligation refunding bonds to the Council after the completion of the issuance of the general obligation refunding bonds.

Adopted 10/7/05.

UNFINISHED BUSINESS

Cedar Lake Revival LLC (1825 E Lake St & 3005-3011 Cedar Ave S): Deny appeal filed from decision of Planning Commission re conditional use permit for shopping center.

By unanimous consent, the above report continued to be postponed 10/7/05.

NEW BUSINESS

Johnson introduced an ordinance amending Title 2, Chapter 14 of the Minneapolis Code of Ordinances relating to Administration: In General, which was given its first reading and referred to the Ways & Means/Budget Committee for a public hearing to be held Monday, October 17, 2005 (Repealing Section 14.180 entitled Model citizen participation to be followed by all city appointing authorities in creating and making citizen appointments to boards, commissions, committees, task forces or similar organizations and adding a new Section 14.180 entitled Community Engagement through city boards, commissions, committees, task forces or similar organizations).

Lilligren moved to adjourn. Seconded.

Adopted upon a voice vote 10/7/05.

Steven J. Ristuben,
Assistant City Clerk.

OCTOBER 7, 2005

Unofficial Posting: 10/11/2005
Official Posting: 10/14/2005
Corrections: 11/01/2005